

YAMINI INVESTMENTS COMPANY LIMITED

CIN:L67120MH1983PLC029133



ANNUAL REPORT 2023-24



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**41ST
ANNUAL
REPORT
2023 -24**

CORPORATE INFORMATION**BOARD OF DIRECTORS**

MR.MANISH DALMIA
Managing Director

MRS.VANDANA AGARWAL
Executive Director

MR. SATANAND PANDEY
Independent Director

MR. GIRISH VERMA
Independent Director

MS. PRITI RAO
Independent Director

MS. RUBI NANDI
Executive Director

COMPANY SECRETARY

MISS KALPANA AGARWALA

CHIEF FINANCIAL OFFICER

MR.SHEKHAR DODRAJKA

BANKERS

ICICI BANK LTD.
Andheri Link Road,
Mumbai

STATUTORY AUDITOR

M/S. SSRV AND ASSOCIATES
(FRN:135901W)
Chartered Accountants
Mumbai

SECRETARIAL AUDITOR

Mr. Akhil Agarwal,
Practicing Company Secretary
CP No: 16313

INTERNAL AUDITOR

Shikha Singhal & Associates,
Chartered Accountants
Firm Registration No. 332414E

REGISTERED OFFICE

B-614, Crystal Plaza, Opp. Infinity Mall, New Link
Road, Andheri(W), Mumbai-400053
[Tel:022-40164455](tel:022-40164455)
Mob. No: +91 9830259203
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: 011-40450193-97](tel:011-40450193-97)
[Email: admin@skylinerta.com](mailto:admin@skylinerta.com)
Website:www.skylinerta.com



NOTICE OF 41ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 41ST ANNUAL GENERAL MEETING OF THE MEMBERS OF YAMINI INVESTMENTS COMPANY LIMITED WILL BE HELD ON SATURDAY, 28TH SEPTEMBER, 2024 AT 01:00 P.M. IST THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM') TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, 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 Audited Financial Statements of the Company for the financial year ended March 31, 2024, the report of the auditors' thereon and the report of the Board of Directors for the financial year ended March 31, 2024, placed before the 41st Annual General Meeting be and are hereby received, considered and adopted."

- 2. To appoint a director in place of Mrs. Vandana Agarwal (DIN No. 02347593) 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"), Mrs. Vandana Agarwal (DIN No. 02347593) 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."

Place: Mumbai
Date: 31/08/2024

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

Sd/-
Kalpana Agarwala
Company Secretary

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) 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.
- 4) 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@ymail.com** with a copy marked to evoting@nsdl.com.
- 5) 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.
- 6) 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.
- 7) Pursuant to section 91 of the Companies Act, 2013 The Register of Members and the Transfer Book of the Company will remain closed from 21/09/2024 to 27/09/2024 (both days inclusive).
- 8) 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.
- 9) 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 2023-24 along with Notice of 41st 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 2023-24 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.
- 10) 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 41st Annual General Meeting and the Annual Report for 2023-24 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.

- 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 41st Annual General Meeting and the Annual Report for 2023-24 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) 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.
- 13) 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.
- 14) 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
- 15) Members, who would like to express their views or ask questions during the e-AGM will have to 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 atleast 10 days before the AGM. 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.
- 16) Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
- 17) 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., Saturday, 21st September, 2024 such person may obtain the user id and password from RTA by email request on admin@skylinerta.com.
- 18) 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.

- 19) Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
- 20) 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
- 21) 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.

Procedure and Instruction of E-voting

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 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 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 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 at www.bseindia.com and the 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 Wednesday, 25th September, 2024 at 9:00 A.M. and ends on Friday, 27th September, 2024 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. 21st September, 2024, 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 21st September, 2024.

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.	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.

	<ol style="list-style-type: none"> 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. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 above mentioned 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 022 - 4886 7000
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 toll free no. 1800 22 55 33

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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 022 - 4886 7000 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 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance atleast 10 days before the AGM 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.

Place: Mumbai
Date: 31/08/2024

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

Sd/-
Kalpana Agarwala
Company Secretary



Annexure to the Notice

Annexure –A

Details of Directors seeking appointment/re-appointment at the 41ST Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings

Name of the Director	MRS. VANDANA AGARWAL
Director Identification Number (DIN)	02347593
Date of Birth and Age	August 15, 1979 & 45 yrs
Date of First Appointment on the Board	January 24, 2013
Current Position	Executive Director (Liable to retire by rotation)
Brief Profile, Experience & Expertise in specific functional areas	Appointed as Director on the Board of Director of the Company w.e.f. January 24, 2013 and responsible for overall administration tasks of the Company and also an integral part of decision-making process in consultation with the Board and operation, activity, management and growth of company making.
Relationship between Directors, Managers and other Key Managerial Personnel of the Company	None
Board Membership of other Listed Companies as on March 31, 2024	Nil
Chairmanships/ Memberships of the Committee of other Public Limited Companies as on March 31, 2024	Nil
Name of the listed entities from which the person has resigned in the past three years	Nil
Number of Shares held in the Company as of March 31, 2024	Nil
Terms and conditions of appointment/reappointment	Terms and conditions of appointment/reappointment remains the same.



DIRECTORS' REPORT

To,
The Shareholders,
Yamini Investments Company Limited

The Directors have pleasure in presenting their 41st Annual Report of the Company together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2024.

FINANCIAL RESULTS

The summary of the financial performance of the Company for the year ended 31st March, 2024 as compared to the previous year is as below:

Particulars	Year ended 31.03.2024 (Amount in thousand)	Year ended 31.03.2023 (Amount in thousand)
Total Income	99,083.51	63,930.85
Total Expenditure	95,682.39	61,084.75
Profit/(Loss) before Tax	3,401.12	2,846.10
Less: Current tax	884.29	739.98
Profit/(Loss) After Tax	2,516.83	2,106.12
Paid up Share Capital	5,25,726.40	5,25,726.40
Reserve And Surplus	1,51,263.50	1,47,982.82

The Company has earned profit after tax of Rs. 25,16,830 (Rs. Twenty-five Lakhs sixteen thousand eight hundred and thirty) during the current financial year as against Rs 21,06,120/- (Rs. Twenty-one Lakh Six Thousand one hundred and twenty Only) earned during the previous financial year. Profit before tax is 34,01,120/- (Rs. Thirty-Four Lakhs One Thousand one hundred and twenty only) as compared to 28,46,100/- (Rs. Twenty-Eight Lakhs Forty-six thousand one Hundred only) in previous year.

RESERVES & SURPLUS

During the year under review, the Board has decided not to transfer any amount to the Reserves.

DIVIDEND

To maintain the liquidity of funds, the Board of Directors has decided not to declare any dividend for this financial year 2023-24. The Board assures you to present a much strong financial statements in coming years.

TRANSFER OF UNPAID AND UNCLAIMED DIVIDENDS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

DEPOSITS

During the year under review, the company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 read together with the companies (Acceptance of Deposits) Rules, 2014.

CHANGE IN NATURE OF BUSINESS

During the year, there has been no change in nature of business of the Company.

CHANGES IN SHARE CAPITAL

The paid-up equity share capital as on 31st March, 2024 was Rs.52,57,26,400/- (Rupees Fifty-Two Crore Fifty seven Lakhs Twenty Six Thousand and four hundred). During the year, there is no change in the share capital of the company as no new shares were issued and there is no capital reduction or restructuring done by the Company.

MANAGEMENT DISCUSSION & ANALYSIS

Management's Discussion and Analysis Report for the year under review, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith as "Annexure II".

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 which are given in the notes to the financial statements.

MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the Company which has occurred between the ends of the financial year of the Company 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 Directors of the Company during the Financial Year are as follows:

Sr. No.	Name Of Directors	Designation	Date of Appointment
1.	Mrs. Vandana Agarwal	Executive Director	24.01.2013
2.	Mr. Manish Dalmia	Executive 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. Rubi Nandi	Executive Director	05.09.2023

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 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.

DISCLOSURES BY DIRECTORS

The Board of Directors has submitted notice of interest in Form MBP 1 under Section 184(1) as well as intimation by directors in Form DIR 8 under Section 164(2) and declarations as to compliance with the Code of Conduct of the Company.

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.

The Nomination Remuneration Committee also carried out evaluation of every director's performance. The evaluation was done after taking into consideration inputs received from the Directors, setting out parameters of evaluation. Evaluation parameters of the Board and Committees were mainly based on Disclosure of Information, Key functions of the Board and Committees, Responsibilities of the Board and Committees, etc. Evaluation parameters of Individual Directors including the Chairman of the Board and Independent Directors were based on Knowledge to Perform the Role, Time and Level of Participation, Performance of Duties and Level of Oversight and Professional Conduct etc.

Independent Directors in their separate meeting evaluated the performance of Non-Independent Directors, Chairman of the Board and the Board as a whole.

NUMBER OF MEETINGS OF THE BOARD

The Board met 7 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:

30.05.2023, 31.07.2023, 14.08.2023, 05.09.2023, 14.11.2023 12.02.2024 & 29.03.2024.

MEETING OF INDEPENDENT DIRECTORS

Pursuant to 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 16.03.2024 without the attendance of non-independent directors and members of management. In the meeting the following issues were taken up:

- (i) To review the performance of non-independent directors and the Board as a whole
- (ii) To review of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- (iii) To assess 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.

CHANGE IN DIRECTORS AND KMP

Ms. Rubi Nandi was appointed as an Additional Director of the Company w.e.f. 5th September, 2023. However, her appointment was confirmed in the Annual General Meeting held on 29th September, 2023.

Ms. Taniya Rao has resigned from the position of Executive Director w.e.f. 05.09.2023.

Mr. Satanand Pandey and Mr. Girish Verma was re-appointed as Independent Director of the Company for the second tenure of 5(five) years w.e.f. 05.09.2023.

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://yaminiinvestments.co.in/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.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

The Company has no Subsidiaries, joint ventures or associate companies.

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 in this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

1. In preparation of the annual accounts for the financial year ended March 31, 2024, 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 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

(i) STATUTORY AUDITORS

M/s. SSRV & Associates, Chartered Accountants, (FRN 135901W) were appointed as the Statutory Auditors of the company at the 38th AGM of the Company to hold office till the conclusion of the 43rd AGM of the Company to be held in the year 2026 as required under Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

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.

(ii) SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Akhil Agarwal, Practicing Company Secretary to conduct the Secretarial Audit of the Company for the financial year 2023-24.

The Secretarial Audit report for FY 2023-24 forms part of the Annual Report and part of the Board's report as **Annexure-1**.

(iii) COST AUDITORS

Cost Audit is not applicable to the Company *as per provisions of Section 148 of the Companies Act, 2013*.

(iv) INTERNAL AUDITOR

The Board of Directors, based on the recommendation of the Audit Committee and pursuant to the provisions of section 138 of the Act read with the Companies (Accounts) Rules, 2014, has appointed M/s. Shikha Singhal & Associates., Chartered Accountants, Kolkata as the Internal Auditors of your Company for the financial year 2023-24.

FRAUD REPORTING

During the financial year under review, the Statutory 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 Companies Act, 2013.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

No contracts / arrangements / transactions entered by the Company during the financial year with related parties. Thus, Disclosure in form AOC-2 is not required. Further, during the year, the Company had not entered into any contract /arrangement /transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. All related party transactions are placed before the Audit Committee and Board for approval. The details of the related party transactions are set out in Note to the financial statements forming part of this Annual Report.

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

The Company has a policy of zero tolerance for sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

<input type="checkbox"/>	No. of complaints received:	Nil
<input type="checkbox"/>	No. of complaints disposed off:	Nil

CORPORATE SOCIAL RESPONSIBILITY

The Company does not fall under the criteria laid under the provisions of Section 135 of the Act and rules framed there under. Therefore, the provisions of Corporate Social Responsibility are not applicable to the Company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has in place adequate internal financial controls system with reference to financial statements. The scope of work includes review of process for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. During the year, such controls were tested and no reportable weakness in the design or operation was observed.

LISTING WITH STOCK EXCHANGES

Yamini Investments Company Limited is listed on the BSE Limited. It has paid the Annual Listing Fees for the year 2024-25 to BSE Limited.

ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules 2014, the Annual Return will be uploaded on the website of the Company for the FY 2023-24.

COST AUDIT AND MAINTENANCE OF COST RECORDS

As on March 31, 2024, the provisions related to maintenance of Cost records as specified by the Central Government under Section 148 (1) of Companies Act, 2013 are not applicable to the Company. Accordingly, such Cost accounts and the Cost records are not required to maintained by the Company.

INDUSTRIAL RELATIONS

The Company's relations with all its employees remained cordial and satisfactory during the year under review.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177(9) of the Act, read with the Rules made thereunder, the Company has adopted a Whistle-Blower Policy for Directors and Employees to report genuine concerns and to provide

adequate safeguards against victimization of persons who may use such mechanism. Employees are encouraged to report actual or suspected violations of applicable laws and regulations and the Code of Conduct to the Chairman of Audit Committee to enable taking prompt corrective action, wherever necessary.

CORPORATE GOVERNANCE

Pursuant to SEBI (LODR) Regulations, 2015, the report on Corporate Governance during the period under review with the Certificate issued by Akhil Agarwal., Practicing Company Secretaries, on compliance in this regards forms part of this Annual Report.

PREVENTION OF INSIDER TRADING

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

COMPLIANCE WITH SECRETARIAL STANDARDS

In terms of Section 118(10) of the Act, the Company is complying with the Secretarial Standards issued by the Institute of Company Secretaries of India and approved by Central Government with respect to Meetings of the Board of Directors and General Meetings.

PARTICULARS OF EMPLOYEES AND RELATED INFORMATION

During the period under review, No employee of the Company drew remuneration in excess of the limits specified under the provisions of section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence no disclosure is required to be made in the Annual Report.

CAUTIONARY STATEMENT

The statements in this Report, particularly those which relate to Management Discussion and Analysis as explained in a separate Section in this Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

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: 31.08.2024

Sd/-
Manish Dalmia
Managing Director
Din No: 05155708

sd/-
Vandana Agarwal
Executive Director
Din No: 02347593



FORM MR -3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[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 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, management representations provided by the Company, its officers, agents and authorized representatives during the 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, 2024 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 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, 2024 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 are 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**);
- h) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2014; (**Not applicable to the company during the review period**)
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
(SEBI LODR) and
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

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

- Secretarial Standards issued by The Institute of Company Secretaries of India;
- The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice 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.
- Majority decisions of the Board and committee meetings are carried out unanimously. 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 etc.

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

**For Akhil Agarwal
Practicing Company Secretary**

Sd/-

**Akhil Agarwal
Proprietor
ACS No. 35073
CP No.: 16313**

**Place: Kolkata
Date: 31/08/2024**

**UDIN NO. A035073F001094571
Peer Review No. 4237/2023**

Note:

- This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part in this report.

“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 the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Akhil Agarwal
Practicing Company Secretary**

Sd/-

**Akhil Agarwal
Proprietor
ACS No. 35073
CP No.: 16313**

**Place: Kolkata
Date: 31/08/2024**

**UDIN NO. A035073F001094571
Peer Review No. 4237/2023**



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

BACKGROUND

The Management Discussion and Analysis Report (MDAR) provide an insight into the performance of the company in the previous years, in the current year and its future plans besides the risks, and uncertainties associated with the Company's business along with the management perception and vision to win over the anomalies of future business situations. The Management Discussion and Analysis Report (MDAR) contain management's interpretation of financial performance of the Company more over actual results are reflected in the financial statements which should be studied in consonance with the Management's Perspective.

Yamini Investments Company Limited was incorporated in 1983 with a view to carry on activities of various investments by way of capital, loan, equity participation and financial assistance.

OPERATING RESULTS OF THE COMPANY

During the financial year 2023-24, the Company has earned a total income of Rs. 990.84 Lakhs against a total income of Rs. 639.31 Lakhs in the previous year. The Company has earned a Net Profit of Rs. 25.17 Lakhs against a Profit of Rs. 21.06 Lakhs in the previous year. The Directors are optimistic about future performance of the Company.

Opportunities, Threats & Risks:

The Company is mainly exposed to market risk (including liquidity risk), interest risk and credit risk. However prudent business and risk management practices followed by the company over the years helps its to manage normal industry risk factors, which inter alia includes economic/ business cycle, fluctuations in the stock prices in the market, besides the interest rate volatility, and credit risk.

The Company is confident of managing these risks by observing a conservative financial profile in investment and trading of securities business.

PROSPECT & OUTLOOK

The Company presents the analysis of the Company for the year 2023-2024 & its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic & other developments, both in India and abroad.

PROHIBITION OF INSIDER TRADING

The Company has implemented a policy of prohibiting Insider trading in conformity with applicable regulations of the Securities Exchange Board of India (SEBI). Necessary procedures have been laid down for prohibition of Insider Trading.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

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. 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 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.



REPORT ON CORPORATE GOVERNANCE FOR F.Y.2023-24

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

The Board of Directors are focused on the meeting their prime objective of maximization of shareholders wealth. The Listing Agreement entered into 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 2024, 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.

None of the Directors of the Company is a member of more than ten Committees or Chairman of more than five Committees across all companies in which he/she is a Director.

Composition of Board of Directors as on 31st March, 2024 and other details are as under:

Name Of Director	Category	No. of Board Meetings		No. of Directorship(s) held in other Indian Public Limited Companies	Committee Position		Attendance at the last AGM held on September 29, 2023
		HELD	ATTENDED		Chairman	Member	
Mrs. Vandana Agarwal	Executive Director	7	7	4	0	0	Present
Mr. Satanand Pandey	Independent Director	7	7	0	0	0	Absent
Mr. Girish Verma	Independent Director	7	7	0	0	0	Present
Ms. Priti Rao	Independent Director	7	7	0	0	0	Present
Mr. Manish Dalmia	Executive Director	7	7	0	0	0	Present
Ms. Rubi Nandi	Independent Director	3	3	0	0	0	Present

Notes:

- There are no inter-se relationships between our Board members.
- Includes memberships/chairmanships of only Audit Committee and Stakeholders Relationship Committee in other public limited companies, have been considered for the Committee position.

3. Independent Directors' Meeting

During the year under review, a separate meeting of the Independent Directors was held on 16th March 2024, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. The following issues were discussed in detail:

- Review the performance of non-independent directors and the Board as a whole;
- Review of chairman performance;
- Assessment of the quality, quantity and timeliness flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

4. No. Of Shares Held by the Non-Executive Directors

None of the Non-Executive Directors of the Company held any shares of the Company.

5. COMMITTEE OF THE BOARD:

(a) AUDIT COMMITTEE:

The Audit Committee, as per Section 177 of Companies Act, 2013, continued working under Chairmanship of Mr. Girish Verma.

During the financial year ended 31st March 2024, Four Audit Committee Meetings were held on 30/05/2023, 14/08/2023, 14/11/2023 and 12/02/2024 with full attendance of all the members.

The constitution of the Audit Committee are as follows: -

NAME OF DIRECTOR	CATEGORY	POSITION IN THE COMMITTEE
Mr. Girish Verma	Independent Director	Chairperson
Mr. Satanand Pandey	Independent Director	Member
Ms. Priti Rao	Independent Director	Member

The Committee is governed by a Charter, which is in line with the regulatory requirements mandated by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Some of the important functions performed by the Committee are:

- Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any related party transactions;
 - g. Modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The audit committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and

- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

The Company Secretary acts as the Secretary to the Committee.

(b) NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee, as per Section 178 of Companies Act, 2013, continued working under Chairmanship of Mr. Girish Verma.

During the financial year ended 31st March, 2024, Two Nomination and Remuneration Committee Meetings were held on 30/05/2023 and 05/09/2023 with full attendance of all the members. All members were present at these meetings.

The constitution of the Nomination and Remuneration Committee are as follows:

NAME OF DIRECTORS	CATEGORY	POSITION IN THE COMMITTEE
Mr. Girish Verma	Independent Director	Chairperson
Mr. Satanand Pandey	Independent Director	Member
Ms. Priti Rao	Independent Director	Member

The terms of reference of the Committee inter alia, include the following:

- 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;

BOARD EVALUATION

The Board carried out formal annual evaluation of its own performance and that of its committees., viz., the Audit Committee, Nomination and Remuneration Committee (NRC) & Stakeholders' Relationship Committee. The Board also carried out the performance evaluation of all the individual directors including the Chairman of the Company.

The Nomination Remuneration Committee also carried out evaluation of every director's performance. The evaluation was done after taking into consideration inputs received from the Directors, setting out parameters of

evaluation. Evaluation parameters of the Board and Committees were mainly based on Disclosure of Information, Key functions of the Board and Committees, Responsibilities of the Board and Committees, etc. Evaluation parameters of Individual Directors including the Chairman of the Board and Independent Directors were based on Knowledge to Perform the Role, Time and Level of Participation, Performance of Duties and Level of Oversight and Professional Conduct etc.

Independent Directors in their separate meeting evaluated the performance of Non-Independent Directors, Chairman of the Board and the Board as a whole.

(c) STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee, as per Section 178 (5) of Companies Act, 2013, continued working under Chairmanship of Mr. Girish Verma.

During the financial year ended 31st March, 2024, the committee met one time with full attendance of all the members dated 30/05/2023.

The composition of the Stakeholders' Relationship Committee as at March 31, 2024 are as under:

NAME OF DIRECTORS	CATEGORY	POSITION IN THE COMMITTEE
Mr. Girish Verma	Independent Director	Chairperson
Mr. Satanand Pandey	Independent Director	Member
Ms. Priti Rao	Independent Director	Member

The terms of reference of the Committee are:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

During the year, No Complaint was received from shareholder on SCORES. The Company had no share transfers pending as on March 31, 2024.

Kalpana Agarwal shall act as Secretary to the Committee.

6. GENERAL BODY MEETINGS:

Annual General Meetings:

The date, time and venue of the Last 3 AGMs are given below:

Year	Date	Time	Venue
2022-23	29.09.2023	3:30 P.M.	THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS('OAVM')
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')

Extraordinary General Meeting or Postal Ballot:

The Company did not hold any EGM/Postal Ballot during the F.Y. 2023-24.

7. MEANS OF COMMUNICATION

The Quarterly/ Annual Results of the Company are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement and are published in The Financial Express (English) and Mumbai Lakshadweep (Marathi) in accordance with the Listing Regulations. The Quarterly/Annual Financial Results of the Company are also uploaded on the website of the Company www.yaminiinvestments.co.in

8. GENERAL SHAREHOLDER INFORMATION:

➤ CIN	: L67120MH1983PLC029133
Annual General Meeting	
Date and Time	: Saturday, 28 th September, 2024 1:00 P.M.
Venue	: Through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM')
Financial Year	: Year ended March 31, 2024.
Date of Book Closure	: 21 st Sept.2024 to 27 th Sept. 2024 (Both Days Inclusive)
ISIN	: INE457N01025
Listing of Shares on Stock Exchanges	: BSE Limited
Stock Code	: BSE -511012
Listing fees payment status	: The Company has paid the listing fees to BSE for the year 2024-25.
Share transfer system	: The Company's shares are compulsorily traded in Demat mode on the BSE Limited.
Registrar & Share Transfer Agents	: M/s Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi -110 020 Tel: +91-11-40450193-97 Email: info@skylinerta.com

➤ Market Price Data:

Month	High (Rs.)	Low (Rs.)	Volume (Nos.)
April, 2023	0.79	0.58	1,25,57,963
May, 2023	0.72	0.63	1,26,90,469
June, 2023	0.68	0.63	1,51,22,947
July, 2023	0.66	0.60	1,47,36,659
August, 2023	0.79	0.60	2,72,19,282
September, 2023	0.88	0.70	3,11,10,316
October, 2023	0.78	0.66	1,53,90,430
November, 2023	0.81	0.67	1,82,28,418
December, 2023	0.96	0.74	4,36,40,178
January, 2024	1.54	0.92	8,16,15,966
February, 2024	1.17	0.94	4,82,53,328
March, 2024	1.04	0.79	2,01,05,715

➤ **Shareholding Pattern:**

The shareholding of Distribution of shareholders as on 31st March, 2024 is given below:

Ordinary Shares held	Number of shareholders	% Of shareholders	Number of shares held	% Of shares held
Upto 500	109427	66.67	13137297	2.5
501-1000	19630	11.96	16733948	3.18
1001-2000	13604	8.29	20802805	3.96
2001-3000	5484	3.34	14048318	2.67
3001 -4000	2594	1.58	9280804	1.77
4001-5000	3215	1.96	15438203	2.94
5001-10000	4866	2.96	37569395	7.15
10001 and above	5315	3.24	398715630	75.84
Total	164135	100.00	525726400	100.00

➤ **Categories of Shareholders as on March 31, 2024**

Category	No. of shares held	% Of shareholding
Promoters & Promoter Group		
Individual	2,85,500	0.05
Bodies Corporate	90,60,000	1.72
Public		
Banks	1,90,000	0.04
Individual	43,11,67,894	82.01
NRI	19,02,339	0.36
Bodies Corporate	6,53,19,394	12.42
Others	1,78,01,273	3.39
TOTAL	52,57,26,400	100%

➤ **Dematerialisation of shares and liquidity**

Particulars	No. of Shares	Percentage (in Share Capital)
Held in dematerialized Form in CDSL	32,47,33,752	61.77%
Held in dematerialized Form in NSDL	17,01,66,148	32.37%
Physical	3,08,26,500	5.86%
Total Number of Shares	52,57,26,400	100.00

Shares held in dematerialised and physical form as on 31st March, 2024.

Details of shares lying in the suspense account:

Sr. No.	Particulars	No of Shareholders	No. of Shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	Nil	Nil
2	Number of shareholders who approached the Company for transfer of shares from the suspense account during the year	Nil	Nil
3	Number of shareholders to whom shares were transferred from the suspense account during the year	Nil	Nil
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	Nil	Nil

Address for correspondence: **Yamini Investments Company Limited**
Ms. Kalpana Agarwal (Company Secretary)
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

9. DISCLOSURES

- i. The Company did not have any material significant related party transactions having a potential conflict with the interest of the Company at large. Transactions with the related parties are disclosed in the audited financial statements.
- ii. The financial statements have been prepared in accordance with the Indian Accounting Standards (IND-AS).
- iii. There were no instances of non-compliance by the Company on any matter related to the capital markets, resulting in disciplinary action against the Company by the Stock Exchanges or Securities and Exchange Board of India (SEBI) or any other statutory authority, during the last three years.
- iv. The Company has a vigil mechanism for employees to report concerns about unethical behaviour, actual or suspected fraud or violation of our code of conduct and confirms that no personnel have been denied access to the Audit Committee.
- v. The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances.
- vi. Policy for determining 'material' subsidiaries and Policy on dealing with related party transactions is available on <https://yaminiinvestments.co.in/policies.html>.
- vii. The Company has complied with mandatory requirements specified from Regulations 17 to 27 and clauses (b) to (i) of sub –regulation (2) of Regulation 46 of the SEBI (LODR) Regulations, 2015.
- viii. The CFO have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI (LODR) Regulations, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.
- ix. Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a certificate from Akhil Agarwal., Practicing Company Secretaries, certifying the compliance by the Company with the provisions of the Corporate Governance of the Listing Regulations forms part of this Report.
- x. Pursuant to SEBI (LODR) Regulations, 2015, that none of the Directors on the Board of the Company have been debarred or disqualified as Directors of Companies by SEBI or Ministry of Corporate Affairs or any such other Authority is issued by Akhil Agarwal., Practicing Company Secretaries, annexed to this report and forms part of this Report.
- xi. Disclosures of number of complaints received, disposed off and pending during financial year 2023-24 under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company is committed to provide a work environment which ensures that every employee is treated with dignity, respect and afforded equal treatment. In accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 along with Rules made thereunder, the Company has in place a policy which mandates no tolerance against any conduct amounting to sexual harassment of women at workplace. There were no case / complaints filed during the year.
- xii. The Company have paid fees to statutory auditor of the Company. The total fees paid by the Company to Statutory Auditors (including tax audit fees and certification fees) during the financial year 2023-24 is Rs. 48,600. As confirmed by Statutory Auditors of the Company, they are not part of any network firm/network entity.

Declaration as required under Reg 26 of SEBI (LODR) Regulations, 2015

In accordance with SEBI (LODR) Regulations, 2015 with the Stock Exchanges, I hereby confirm that, all the Directors and the Senior Management Personnel including myself have affirmed compliance to their respective Codes of Conduct, as applicable for the Financial Year ended 31st March, 2024.

For Yamini Investments Company Limited

Sd/-

VANDANA AGARWAL

Executive Director

DIN: 02347593

Place: Mumbai

Date: 31/08/2024



CERTIFICATION BY CFO under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015

To,
The Board of Directors,
Yamini Investments Company Limited
B-614, Crystal Plaza, Opp. Infinity
Mall, New Link Road, Andheri
(West), Mumbai –400 053

- (a) We have reviewed the financial statements and the cash flow statement of Yamini Investments Company Limited for the year ended March 31, 2024 and to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or volatile of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies;
- (d) We have indicated to the Auditors and the Audit Committee:
- (i) Significant changes in internal control over the financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

FOR YAMINI INVESTMENTS COMPANY LTD

Sd/-

Shekhar Dodrajka
Chief Financial Officer

Place: Mumbai
Date: 31/08/2024



CERTIFICATE ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) and Schedule V Para E of 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

I have examined the compliance of conditions of Corporate Governance by Yamini Investments Company Limited (“the Company”) for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2024. I have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance.

This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

In our opinion, and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in Schedule II of the said Regulations. As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has complied with items C and E.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For Akhil Agarwal
Practicing Company Secretary

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
CP No.: 16313

Place: Kolkata
Date: 31/08/2024

UDIN NO. A035073F001094604
Peer Review No. 4237/2023

**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**. (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) 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, 2024 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	RUBI NANDI	09673549	05/09/2023

I further hereby inform that, ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. 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**

Sd/-
**Akhil Agarwal
Proprietor
ACS No. 35073
CP No.: 16313**

**Place: Kolkata
Date: 31/08/2024**

**UDIN NO. A035073F001094593
Peer Review No. 4237/2023**

INDEPENDENT AUDITOR'S REPORT

To the Members of **YAMINI INVESTMENTS COMPANY LTD**

Opinion

We have audited the financial statements of YAMINI INVESTMENTS COMPANY LTD ("the Company"), which comprise the balance sheet as at 31st March 2024, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, its **profit** and its cash flows for the year ended on that date

- a) In the case of the balance sheet, of the state of affairs of the company as at March 31, 2024
- b) In the case of the Profit and Loss Account, of the profit for the period ended on that date and
- c) In the case of cash flow statement, for the cash flows for the year ended on that date
- d) And the changes in equity for the year ended on that date

Basis for Opinion

We conducted our audit in accordance with the Accounting Standards (AS) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

S. No.	Key Audit Matter	Auditor's Response
1.	Nil	Nil

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

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

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

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

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statement

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 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 financial statements, including the disclosures, and whether the 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 results of our 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards (AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
 - g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
 - 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, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on 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 have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. No dividend have been declared or paid during the year by the company.
- vi. Based on our examination carried out, we report that the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.
As per proviso to Rule 3(1) of The Companies (Accounts) Rules, 2014 is applicable from 1st April, 2023. Reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31st March, 2024.

**For SSRV& ASSOCIATES.
Chartered Accountants
Firm Regn No. 135901W**

Sd/-

**SATYENDRA SAHU
PARTNER
M. No :126823**

**Date: 29.05.2024
Place: Mumbai
UDIN : 24126823BKESFY4627**

Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

- (i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The company is maintaining proper records showing full particulars of intangible assets;
- (b) As explained to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;
- (c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company, except the following:-

Description of Property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in name of company
NIL					

- (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) As explained to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to book records.
- (iii) (a) During the year the company has made investments or guarantee or security or granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- (b) According to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the company's interest;

- (c) There is no stipulation of schedule of repayment of principal and payment of interest and therefore we are unable to comment on the regularity of repayment of principal & payment of interest.
- (d) Since the term of arrangement do not stipulate any repayment schedule we are unable to comment whether the amount is overdue or not.
- (e) No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties except following:

Name of Party	Amount renewed or extended	of total loan	Remark, if any
	Nil		

- (f) The company has granted loans or advances in the nature of loans repayable on demand.
- (iv) In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013.
- (vi) As per information & explanation given by the management, maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.
- (vii) (a) According to the records made available to us, company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute.
- (viii) According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) (a) In our opinion and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given by the management, the company is not declared willful defaulter by any bank or financial institution or other lender;

(c) In our opinion and according to the information and explanations given by the management, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained, except for:

Source of the fund raised	Name of the lender	Amount diverted (Rs.)	Purpose for which amount was sanctioned	Purpose for which amount was utilized	Remarks
			Nil		

(d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilized for long term purposes.

(e) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,

(f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.

(b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

(xi) (a) According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year;

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

- (c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company
- (xii) The company is not a Nidhi Company. Therefore, clause xii is not applicable on the company.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements,
- (xiv) (a) In our opinion and based on our examination, the company have adequate internal audit system.
- (xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) (a) In our Opinion and based on our examination, the Company is registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).
- (xvii) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year.
- (xix) On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- (xx) Based on our examination, the provision of section 135 are not applicable on the company. Hence this clause is not applicable on the company.
- (xxi) The company is not required to prepare Consolidate financial statement hence this clause is not applicable.

**For SSRV& ASSOCIATES.
Chartered Accountants
Firm Regn No. 135901W**

Sd/-

**SATYENDRA SAHU
PARTNER
M. No :126823**

**Date: 29.05.2024
Place: Mumbai
UDIN: 24126823BKESFY4627**

Annexure 'B'

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of YAMINI INVESTMENTS COMPANY LTD ('the Company') as at and for the year ended 31 March 2024, we have audited the internal financial controls with reference to standalone financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements 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 ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements, and the Guidance Note issued by the ICAI. 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 with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

5. 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 with reference to standalone financial statements.

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

6. A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements include 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 unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to standalone financial statements, 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 with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For SSRV& ASSOCIATES.
Chartered Accountants
Firm Regn No. 135901W**

**SATYENDRA SAHU
PARTNER
M. No :126823**

**Date: 29.05.2024
Place: Mumbai
UDIN: 24126823BKESFY4627**

**YAMINI INVESTMENTS COMPANY LIMITED**

(CIN: L67120MH1983PLC029133)

Balance Sheet as at 31st March, 2024

Rs. In Thousand

<u>ASSETS</u>		Mar-24	Mar-23
(1) Non-current assets			
(a) Property, Plant and Equipment	1	42.15	33.15
(b) Financial Assets			
(i) Investments	2	3,22,500.00	2,40,000.00
(c) Deferred tax assets (net)	3	321.12	321.12
(2) Current assets			
(a) Inventories	4	27,425.56	5,545.04
(b) Financial Assets		-	-
(i) Investments		-	-
(ii) Trade receivables	5	2,608.60	77,874.82
(iii) Cash and cash equivalents	6	1,610.65	541.27
(iv) Bank balances other than (iii) above	6	930.94	50.78
(v) Short Term Loans and Advances	7	3,39,298.94	3,76,505.06
(c) Other current assets	8	1,056.38	1,103.88
Total Assets		6,95,794.34	7,01,975.10
EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	9	5,25,726.40	5,25,726.40
(b) Other Equity & Reserves	10	1,51,263.50	1,47,982.82
LIABILITIES			-
(2) Non-current liabilities			
(a) Financial Liabilities		-	-
(3) Current liabilities			
(a) Financial Liabilities		-	-
(i) Short Term Borrowings		-	-
(ii) Trade payables	11	18,396.61	26,981.15
a) Total outstanding dues of micro enterprises and small enterprises			
b) Total outstanding dues of creditors others than micro enterprises and small enterprises			
(iii) Other financial liabilities (other than those specified in item (c))		-	-
(b) Other current liabilities	12	(476.46)	544.75
(c) Provisions	13	884.29	739.98
Total Equity and Liabilities		6,95,794.34	7,01,975.10

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: 29.05.2024
UDIN: 24126823BKESFY4627

Kalpna Agarwal
Company Secretary
PAN: AOLPJ8867R

Shekhar Dodrajka
Chief Financial Officer
PAN: ACUPD7524N



YAMINI INVESTMENTS COMPANY LIMITED
(CIN: L67120MH1983PLC029133)
Statement of Profit and Loss for the year ended 31st March 2024

	Particulars	Note No.	As at 31st March, 2024 Rs. In Thousand	As at 31st March, 2023 Rs. In Thousand
I	Revenue From Operations	14	99,054.74	63,917.01
II	Other Income	15	28.77	13.84
III	Total Income (I+II)		99,083.51	63,930.85
IV	EXPENSES			
	Cost of materials consumed		-	-
	Purchases of Stock-in-Trade	16	1,11,796.82	56,416.84
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	17	(21,880.50)	(4,266.32)
	Employee benefits expense	18	1,136.50	1,153.57
	Payment to Auditors	19	90.00	56.70
	Finance costs	20	1.64	1.90
	Depreciation and amortization expense	21	3.00	-
	Other expenses	22	4,534.94	7,722.06
	Total expenses (IV)		95,682.39	61,084.75
V	Profit/(loss) before exceptional items and tax (I-IV)		3,401.12	2,846.10
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		3,401.12	2,846.10
VIII	Tax expense:			
	(1) Current tax		884.29	739.98
	(2) Deferred tax		-	-
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		2,516.83	2,106.12
X	Earnings per equity share (for continuing operation):			
	(1) Basic		0.0048	0.0040
	(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: 29.05.2024
UDIN: 24126823BKESFY4627

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, 2024

	For the year ended 31st March 2024 (Rupees In Thousand)	For the year ended 31st March 2023 (Rupees In Thousand)
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net profit before tax and after extra- ordinary items (As per profit & loss account)	3,401.12	2,846.10
Adjustments for items not included	-	-
	763.85	(1,168.28)
<u>Operating Profit before working capital changes</u>	4,164.96	1,677.82
<u>Working capital adjustments: -</u>		
(Increase)/ decrease in current loans and advances	37,206.12	27,426.49
(Increase)/ decrease in Trade receivables	75,266.22	(47,443.72)
(Increase)/ decrease in inventories	-21,880.52	-4,266.32
(Increase)/ decrease in other current assets	47.50	-
Increase/ (decrease) in current liabilities	(9,605.75)	23,241.07
<u>Cash generated from operations</u>	85,198.52	635.34
Direct Taxes Paid	739.98	774.71
Net cash flow from operating activities (A)	84,458.54	(139.37)
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Proceed from sale(purchase) of investments	(82,500.00)	-
(Increase)/ decrease in capital expenditure	(9.00)	-
(Increase)/ decrease in fixed assets	-	-
Net cash flow from investing activities (B)	(82,509.00)	-
<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Proceeds from issue of equity shares	-	-
Share Application Money received(refund)	-	-
Net cash flow from financing activities (C)	-	-
Net cash flow during the year (A + B + C)	1,949.54	(139.37)
Add: Opening cash and cash equivalents	592.05	731.42
Closing cash and cash equivalents	2,541.59	592.05
<u>Components of cash and cash equivalents</u>		
Cash in hand	1,610.65	541.27
Deposit with banks in current accounts	930.94	50.78
Total cash and cash equivalents	2,541.59	592.05

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: 29.05.2024
UDIN: 24126823BKESFY4627

Kalpna Agarwal
Company Secretary
PAN: AOLPJ8867R

Shekhar Dodrajka
Chief Financial Officer
PAN: ACUPD7524N



YAMINI INVESTMENTS COMPANY LIMITED

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. **B-614, 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, 2024, 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, 2024, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year Ended 31st March, 2024, 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	15
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 is 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, 2024	As at 31st March, 2023
(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, 2024	For the year ended 31st March, 2023
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.

The bank balances in India include both rupee accounts. On a standalone basis, balance in current and deposit accounts stood at Rs. 9,30,942.01/-, as at March 31, 2024.

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	60,000.00
2	Mrs. Vandana Agarwal	Director	Remuneration & Perquisites	3,00,000.00
3	Ms. Priti Rao	Director	Remuneration & Perquisites	-
4	Mr. SATANAND PANDEY	Director	Remuneration & Perquisites	-
5	Ms. Taniya Rao	Director	Remuneration & Perquisites	-
6	Mr. Girish Verma	Director	Remuneration & Perquisites	-
7	Mr. Shekhar Dodrajka	Chief Financial Officer	Salary	-
8	Ms. Kalpana Agarwala	Company Secretary	Salary	1,62,000/-

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)
ICAI FRN. 135901W**

For and on behalf of the Board of Directors

**Satyendra Sahu
Partner**

**Manish Dalmia
Managing Director
DIN-05155708**

**Vandana Agarwal
Director
DIN-02347593**

**Place: Mumbai
DATE: 29.05.2024**

**Kalpana Agarwala
Company Secretary
PAN-AOLPJ8867R**

**Shekhar Dodrajka
CFO
PAN-ACUPD7524N**

Note 2: Non Current Investments

Particulars	As at 31st March, 2024 Rs. In Thousand	As at 31st March, 2023 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 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
HIRESH AGRO PRIVATE LIMITED	22,500.00	-
PEARL PLANET PRIVATE LIMITED	20,000.00	-
DHIRGA MARKETING PRIVATE LIMITED	10,000.00	-
EMERALD COMMERCIAL LIMITED	40,000.00	-
Total	3,22,500.00	2,40,000.00

Note 3: Deffered Tax Assets

Particulars	As at 31st March, 2024 Rs. In Thousand	As at 31st March, 2023 Rs. In Thousand
Deffered Tax Assets	321.12	321.12
Total	321.12	321.12

Note 4: Inventories

Particulars	As at 31st March, 2024 Rs. In Thousand	As at 31st March, 2023 Rs. In Thousand
Equity Shares	27,425.56	5,545.04
Total	27,425.56	5,545.04

Note 5: Trade Receivables

Particulars	As at 31st March, 2024 Rs. In Thousand	As at 31st March, 2023 Rs. In Thousand
Sundry Debtors Less than Six Months	2,608.60	77,874.82
Total	2,608.60	77,874.82

Trade Receivables- Ageing Disclosures**Trade Receivables ageing schedule as at 31st March,2024**

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	than 3 years	
(i) Undisputed Trade receivables - considered good	-	2,608.60	-	-	-	2,608.60
(i) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

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

Note 6: Cash and Cash Equivalents

Particulars	As at	As at
	31st March, 2024	31st March, 2023
	Rs. In Thousand	Rs. In Thousand
Balances with banks		
In current accounts	930.942	50.78
Cash in hand	1,610.652	541.27
Total	2,541.594	592.05

Note 7: Short Term Loans and Advances

Particulars	As at	As at
	31st March, 2024	31st March, 2023
	Rs. In Thousand	Rs. In Thousand
Loans to Others (as per list attached)	3,37,134.53	3,74,849.71
Advance to Others	-	-
Tax Deducted at Sources	2,164.41	1,655.35
Total	3,39,298.94	3,76,505.06

Note 8: Other Current Assets

Particulars	As at	As at
	31st March, 2024	31st March, 2023
	Rs. In Thousand	Rs. In Thousand
Rent Security Deposits	109.20	156.70
IT Demand Paid	947.18	947.18
Total	1,056.38	1,103.88

Note 10: Reserves & Surplus

Particulars	As at	As at
	31st March, 2024	31st March, 2023
	Rs. In Thousand	Rs. In Thousand
(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 : Utilised 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	17,151.22	16,213.34
Add: Profit / (Loss) for the year	2,516.83	2,106.12
Less: Excess Provision Adjusted	(763.85)	1,168.24
Closing balance	20,431.90	17,151.22
Total	1,51,263.50	1,47,982.82

Note 11: Trade Payable

Particulars	As at	As at
	31st March, 2024	31st March, 2023
	Rs. In Thousand	Rs. In Thousand
Audit Fees Payable	40.50	48.60
Sundry Creditors	18,356.11	26,932.55
Total	18,396.61	26,981.15

Trade Payables - Ageing Disclosures

Trade Payables ageing schedule: As at 31st March,2024

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
(ii) Others	18,096.61	0.00	300.00	0.00	18,396.61
(iii) Disputed dues- MSME	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00

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 - Others	0.00	0.00	0.00	0.00	0.00

Note 12: Other Current Liabilities

Particulars	As at 31st March, 2024 Rs. In Thousand	As at 31st March, 2023 Rs. In Thousand
GST Input Tax Credit		
CGST	(384.43)	(215.75)
SGST	(384.43)	(215.75)
IGST	(4.76)	(4.76)
TDS Payable	52.41	14.37
Other Liabilities	244.75	966.63
Total	(476.46)	544.75

Note 13: Short Term Provisions

Particulars	As at 31st March, 2024 Rs. In Thousand	As at 31st March, 2023 Rs. In Thousand
Provision for Income Tax	739.98	774.71
Add: During the year	884.29	739.98
Less: paid/adjusted	739.98	774.71
Total	884.29	739.98

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

Particulars	Rs. In Thousand	Rs. In Thousand
	For the year ended 31st	For the year ended 31st
	March, 2024	March, 2023
Sale of Shares	75,596.16	31,875.00
Interest Received	21,640.47	20,625.68
Profit on Sale of Shares	1,818.11	11,416.33
Total	99,054.74	63,917.01

Note 15: Other Income

Particulars	For the year ended 31st	For the year ended 31st
	March, 2024	March, 2023
	Interest on Income Tax Refund	-
Dividend	28.77	-
Total	28.77	13.84

Note 16: Purchase of Stock in Trade

Particulars	For the year ended 31st	For the year ended 31st
	March, 2024	March, 2023
	Purchase of Shares	1,11,796.82
Total	1,11,796.82	56,416.84

Note 17: Changes in Inventories

Particulars	For the year ended 31st	For the year ended 31st
	March, 2024	March, 2023
	Opening Stock	5,545.07
Less: Closing Stock	27,425.56	5,545.04
Total	-21,880.50	-4,266.32

Note 18: Employee Benefit Expenses

Particulars	For the year ended 31st	For the year ended 31st
	March, 2024	March, 2023
	Salaries & Wages	1,136.50
Total	1,136.50	1,153.57

Note 19: Payment To Auditors

Particulars	For the year ended 31st	For the year ended 31st
	March, 2024	March, 2023
	As Statutory Audit Fees	90.00
Total	90.00	56.70

Note 20: Finance Cost

Particulars	For the year ended 31st	For the year ended 31st
	March, 2024	March, 2023
	Bank Charges	1.64
Total	1.64	1.90

Note 21: Depreciation and amortisations

Particulars	For the year ended 31st	For the year ended 31st
	March, 2024	March, 2023
Depreciation Expenses & Preliminary expenditure w/ off	3.00	-
Total	3.00	-

Note 22 : Other expenses

Particulars	For the year ended 31st	For the year ended 31st
	March, 2024	March, 2023
Advertisement Expenses	30.91	34.34
AGM Conduct Exp.	25.00	-
Business Promotion Expenses	49.05	26.45
Demat Charges	4.54	3.56
Depository Fees	1,425.33	771.67
Director Remuneration	360.00	300.00
Electricity Expenses	16.73	12.30
Filing Fees & Subscription	4.40	44.35
Listing and Depository Fee	461.29	300.00
Bad debt	126.80	5,330.87
Misc Expenses	0.12	5.10
General Expenses	48.03	12.68
Printing & Stationary Expenses		32.10
Professional Charges	152.30	305.39
Rent Expenses	432.23	434.00
Rounded Off	-0.01	-
SEBI fees	96.30	29.00
Telephone Expenses	29.56	15.44
Travelling and Conveyance Expenses	40.55	48.32
Website Maintenance	21.65	16.50
Int. on TDS	12.88	
Delay Charges	697.27	
Commission exp	500.00	
	4,534.94	7,722.06

YAMINI INVESTMENTS COMPANY LIMITED

(CIN- L67120MH1983PLC029133)

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2024

AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE

DEPRECIATION ON FIXED ASSETS AS PER COMPANIES ACT' 2013

NOTES : 1

Fixed Assets (Tangible Assets)

Sr. No	Particulars	Gross block			Depreciation			Net Block	
		Balance as on 31.03.2023	Addition/ Deletion	Balance as on 31.03.2024	Balance as on 31.03.2023	During the year	Balance as on 31.03.2024	WDV balance as on 31.03.2024	WDV balance as on 31.03.2023
1	MOBILE	205.34	0.00	205.34	202.07	0.00	202.07	3.27	3.27
2	COMPUTER & ASSESORIES	1432.70	0.00	1432.70	1428.75	0.00	1428.75	3.95	3.95
3	FURNITURE	1862.25	0.00	1862.25	1858.51	0.00	1858.51	3.73	3.73
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	382.40	0.00	382.40	6.00	6.00
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	33.15	0.00	33.15	0.00	0.00
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
11	Software	0.00	12.00	12.00	0.00	3.00	3.00	9.00	0.00
	TOTAL	4712.31	12.00	4712.31	4679.16	3.00	4682.16	42.15	33.15

NOTES

(i) All above assets are freehold assets.

(ii) Pursuant to the enactment of Companies Act 2013, the

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

For and on behalf of the Board of Directors

For SSRV AND ASSOCIATES

Chartered Accountants

Firm's Registration No.: 135901W

Satyendra Sahu

Partner

Membership No.: 126823

Place: Mumbai

Date: 29.05.2024

UDIN: 24126823BKESFY4627

Manish Dalmia

Managing Director

DIN-05155708

Kalpana Agarwal

Company Secretary

PAN: AOLPJ8867R

Vandana Agarwal

Director

DIN: 02347593

Shekhar Dodrajka

Chief Financial Officer

PAN: ACUPD7524N

YAMINI INVESTMENTS COMPANY LIMITED
Notes forming part of the financial statements

Annexure to Point 7- Short Term Loans and Advances

PARTICULARS	As at 31st March, 2024 Rs. In Thousand	As at 31st March, 2023 Rs. In Thousand
SANDEEP AND FAMILY LLP	5,497.99	-
TARNI STEEL LLP	22,797.55	17,167.20
VIGHNESWAR ISPAT PVT LTD	-	0.03
Tavishi Real Estate Developers (P) Ltd	1,208.50	1,208.50
The Green Triveni Developers'	2,706.20	2,706.20
DINESH KUMAR	2,979.90	2,979.90
PYRAMID INFRATECH PVT LTD	17,703.76	16,469.67
ARNAV INFRA PROJECTS PVT LTD	900.00	900.00
GOBIND RAM MITTAL	3,802.53	3,802.53
Yash Khandelwal	-	756.70
Goldendunes Real Estates P Ltd	1,685.78	1,583.44
RSR CYLINDER LLP	-	2,167.26
AJAY MANGLUNIA	1,938.03	4,806.41
RAJENDRA KUMAR DEORAH	3,530.41	4,684.85
BRAHMAPUTRA HOLDINGS PVT LTD	-	175.40
GOLDENDUNES BUILDERS AND DEVELOPERS PVT LTD	193.80	8,919.20
GOLDENDUNES HEIGHTS LLP	107.85	2,692.50
M P Rawat and Co	200.00	200.00
Aayush Tekriwal	8,095.08	-
BVB COMMERCIAL PVT LTD	3,946.85	3,561.19
Maruti Print and Pack(Krishnaawtar Jhunjhunwala)	-	1,269.06
S B Enterprise (SUSHIL KUMAR BAGARIA)	2,053.90	2,106.30
SHREE KRISHNA INFRA DEVELOPERS	5,632.00	5,200.00
KARNIKA INDUSTRIES LTD	-	14,086.89
NCB INTERNATIONAL (Chandra Kant Bahety)	2,000.00	2,134.04
NARESH BAGARIA	3,714.90	3,714.90
Shrawan Kumar Bajaj Huf	6,327.40	6,303.19
TERAPANTH MARKETING PVT LTD	8,338.00	8,336.48
JAGANNATH SALT PVT LTD	-	6,200.00
MRA PROMOTERS (P) LTD	1,700.00	1,700.00
Akash Jain	-	2,500.00
Climbup Infra Pvt Ltd	-	87,135.48
VISHESH REALTY PROJECT LLP	15,788.92	-
INDO SPONGE POWER AND STEEL LTD	4,565.86	4,295.26
Varda Projects India (P) Ltd	5,431.39	5,109.49
M Thippeswamy	35,138.12	32,528.70
PRAMESH SONI	1,100.00	1,100.00
GOODNESS ENTERPRISES	54,953.30	-
Aartieca Family Trust	2,609.29	-

BURHANPUR TEXTILES LIMITED	10,661.93	9,613.62
BURHANPUR TEXTILES LTD	867.24	535.00
PADMAVATI PROJECTS PRIVATE LIMITED	-	2,507.00
Siblal Gupta and Co	2,066.44	3,792.68
AMIT FERRO ALLOYS AND STEEL PVT LTD	-	7,202.62
KAMALA OIL INDUSTRIES	1,169.64	1,270.89
OM PRAKASH AGARWAL	1,330.36	1,229.11
BIMALA DEVI AGARWAL	250.00	250.00
SONU AGARWAL	250.00	250.00
JK ENGINEERING (P) LTD	2,876.15	2,673.65
A R ENTERPRISES	3,647.40	3,647.40
Lila Aluminium Industries (P) Ltd	6,000.00	6,000.00
NAVNNET BAJAJ HUF	3,500.00	3,558.25
SARVAYONI PAPER LLP	-	4,968.74
Sunil Kumar Mittal	3,620.00	-
UNITECH PAPER MILLS PVT LTD	7,100.00	7,227.80
Advance Against Property	8,490.15	8,490.15
India Rubber	4,360.00	4,000.00
MSP Metallics Limited	9,239.67	9,239.67
PAWAN KUMAR RUIA	10,522.74	10,522.74
Rachana Emporium Pvt Ltd	3,324.00	3,324.00
Suresh Kumar Agarwal	2,000.00	2,000.00
CASH MARGIN-HORIZON	20,000.00	20,000.00
Kaba Express Pvt Ltd	5,165.88	-
Siraj Mirza	1,045.62	1,045.62
SUNIL KUMAR KISHANLAL AGARWAL	3,000.00	3,000.00
Grand Total	3,37,134.53	3,74,849.71

YAMINI INVESTMENTS COMPANY LIMITED

Notes to Financial Statements for the year ended 31st March, 2024

Note : Calculation of Important Financial Ratios

Particulars		2023-24	2022-23
1) Current Ratio			
<u>Current Assets</u>			
Cash & Cash Equivalents		2,541.59	592.05
Other Current Assets		1,056.38	1,103.88
Trade Receivables		2,608.60	77,874.82
	Total	6,206.57	79,570.74
<u>Current Liabilities</u>			
Other Current Liabilities		-476.46	544.75
Trade Payables		18,396.61	26,981.15
	Total	17,920.15	27,525.90
	Current Ratio	0.35	2.89

Remarks:

2) Debt Equity Ratio: no debt

3) Debt Service Coverage Ratio

4) Return on Equity Ratio

<u>Net Income</u>			
Profit after Tax		2,516.83	2,106.12
		-	-
<u>Shareholder's Equity</u>			
Equity Share Capital		5,25,726.40	5,25,726.40
Reserves & Surplus		1,51,263.50	1,47,982.82
	Total	6,76,989.90	6,73,709.22
	Return on Equity Ratio	0.0037	0.0031

5) Inventory Turnover Ratio

COGS		1,11,796.82	56,416.84
<u>Average Inventory</u>		16,485.31	3,411.88
	Inventory Turnover Ratio	6.78	16.54

6) Trade Receivables Turnover Ratio			
	Net credit Sales	59,906.10	30,431.10
	<u>Average Receivables</u>		
	Average account receivables	2,608.60	77,874.82
	Trade Receivable Turnover Ratio	22.96	0.39

7) Trade Payables Turnover Ratio			
	Net credit Purchase	17,968.70	-
	<u>Average Payables</u>		
	Average account payables	18,396.61	-
	Trade Payable Turnover Ratio	0.98	-

8) Net Capital Turnover Ratio			
	Net Annual Sales	99,054.74	63,917.01
	<u>Total Assets</u>		
	Assets	6,95,794.34	7,01,975.10
		6,95,794.34	7,01,975.10
	Net Capital Turnover Ratio	0.14	0.09

Remarks:

9) Net Profit Ratio			
	Net Profit after Tax	2,516.83	2,106.12
		-	-
	Revenue	99,083.51	63,930.85
	Net Profit Ratio	2.54	3.29

Remarks:

10) Return on Capital Employed			
	<u>Earnings Before Interest and Tax</u>		
	Profit after Tax	2,516.83	2,106.12
	Add:Interest	-	-
	Add:Tax	884.29	739.98
		Total	3,401.12
			2,846.10
	<u>Capital Employed</u>		
	Total Assets	6,95,794.34	7,01,975.10
	Less: Current Liabilities	17,920.15	27,525.90
		6,77,874.19	6,74,449.20
	Return on Capital Employed	0.0050	0.0042

Remarks:

ROAD MAP TO AGM VENUE

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

THANKING YOU