

# Yamini Investments Company Ltd.

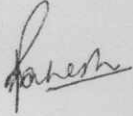
109, TRINITY BUILDING, ABOVE AP MARKET 261, S S GAIKWAD MARG,  
DHOB TALAO, MARINE LINES MUMBAI MAHARASHTRA 400002

Date: 2<sup>nd</sup> May, 2013

To,  
Board of Directors,  
Yamini Investment Company Ltd  
Mumbai

Dear Board Members,

The Audit Committee meeting held on 2<sup>nd</sup> May, 2013 at the registered office of the Company approved and recommended for consideration of Board of Directors the scheme of arrangement as attached herewith along with the valuation report by M/s SMVA & Associates, fairness opinion by M/s D & A Financial Services Private Limited, shareholding patterns as per clause 35, auditors declaration, last three years balance sheet of both transferor companies and also transferee company.



Chairman

Audit Committee

# Yamini Investments Company Ltd.

109, TRINITY BUILDING, ABOVE AP MARKET 261, S S GAIKWAD MARG,  
DHOB TALAO, MARINE LINES MUMBAI MAHARASHTRA 400002

EXTRACTS OF THE MINUTES OF THE MEETING OF THE AUDIT COMMITTEE OF M/S YAMINI INVESTMENTS COMPANY LIMITED HELD ON 02<sup>ND</sup> DAY OF MAY, 2013 AT THE REGISTERED OFFICE OF THE COMPANY AT 109, TRINITY BUILDING, ABOVE AP MARKET, 261, S S GAIKWAD MARG, DHOB TALAO, MARINE LINES, MUMBAI, MAHARASHTRA AT 01.00 P. M

---

Sub : Scheme Of Arrangement Between M/s. Yamini Investments Company Ltd and M/s. Anax Com Trade Limited and M/s. Fidelo Power And Infrastructure Limited Under Section 391 To 394 of Companies Act, 1956

The Chairman of the Audit committee informed to the meeting that with the available financial resources it would be difficult on behalf of the company to do further business. The New Promoter of the Company also expressed their inability to provide much financial support to the Company. M/s. Surbhi Infraprojects Private Limited, the promoter of M/s. Anax Com Trade Limited agreed to join hands with the promoters of the company as the market in real estate and infrastructure arena. The promoter of M/s. Yamini Investments Company Limited also wants to join hands with the Company.

The Board appointed M/s. SMVA & Associates, Chartered Accountants to prepare a valuation report of the Companies namely M/s. Yamini Investments Company Ltd, M/s. Anax Com Trade Limited and M/s. Fidelo Power And Infrastructure Limited. The Said valuation report was send along with other documents to the merchant banker M/s. D & A Financial Service Pvt Ltd. for a fairness opinion.

The Chairman placed before the committee the following documents :

1. Valuation report of M/s. Yamini Investments Company Ltd , M/s. Anax Com Trade Limited and M/s. Fidelo Power And Infrastructure Limited by M/s. SMVA & Associates - Auditor;
2. Fairness Opinion dated 30.04.2013 by the Merchant Banker;

3. Balance Sheet, MOA, Shareholders List & Promoters Details of M/s. Yamini Investments Company Ltd , M/s. Anax Com Trade Limited and M/s. Fidelo Power And Infrastructure Limited .

The Committee discussed the matter at length and after discussion considered the following facts:

1. The Valuation report of M/s. Yamini Investments Company Ltd, M/s. Anax Com Trade Limited and M/s. Fidelo Power And Infrastructure Limited by M/s. SMVA & Associates - Auditor was taken on record and accepted;
2. Fairness Opinion dated 30.04.2013 by the Merchant Banker was taken on record and accepted;
3. The swap ratio in case of the merger defined here in below.
4. M/s. Surbhi Infraprojects Private Limited act as a promoter of the company along with the existing promoters
5. The pre & post Shareholding pattern defined as here under;
6. The draft scheme of arrangement as placed in this meeting be and hereby redrafted with the incorporation of the following facts.
7. The object of the Scheme is :
  - a. Merger of M/s. Anax Com Trade Limited (ACTL) and M/s. Fidelo Power and Infrastructure Limited (FPIL) with M/s. Yamini Investments Company Limited (YICL);
  - b. Sub-division of shares from Rs.10 to Rs 1/- each; and
  - c. Change of Management by addition of new promoters ;

This scheme of arrangement will be as per section 391-394 of the companies Act, 1956 read along with Cl. 24 of the Listing Agreement and SEBI circular CIR/CFD/DIL/5/2013 dated February 4, 2013 and all other applicable provisions of the companies Act, 1956 and statutory and other approvals.

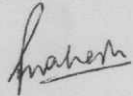
This scheme will be paced before the Board at its meeting scheduled to be held on 08<sup>th</sup> day of May, 2013.

**"RESOLVED THAT** subject to the approval of the scheme of arrangement as per section 391-394 of the Companies Act, 1956 the scheme of arrangement containing amalgamation of M/s. Anax Com Trade Limited (ACTL) and M/s. Fidelo Power and

Infrastructure Limited (FPIL) with M/s. Yamini Investments Company Limited (YICL) , Split of shares & Change of management by induction of new promoter along with existing promoter, as initialed by the chairman of the meeting be and is hereby approved .

**AND FURTHER RESOLVED** that the Scheme of arrangement as per section 391-394 of the companies Act, 1956 read with Cl. 24 of the Listing Agreement and SEBI circular CIR/CFD/DIL/5/2013 dated February 4, 2013 and all other applicable provisions of the companies Act, 1956 and statutory and other approvals be and is hereby recommended for consideration of the Board at their meeting scheduled to be held on 08<sup>th</sup> day of May, 2013.

Certified to be True

A handwritten signature in black ink, appearing to read 'Anaher', is written over a horizontal line.

Chairman