



YOGI INFRA PROJECTS LIMITED

(Formerly known as Yogi Sung – Won (India) Limited)

20TH ANNUAL REPORT 2012-2013

	Contents:	Page No.
Registered Office:	Notice of the Annual General Meeting	4 - 7
B-18/67, VasuSmruti, 1 st Floor Jaygayatrinagar Society, Vicinity to Amitnagar Circle, VIP Main Road, Vadodara, Gujrat – 390022.	Directors Report	8 - 14
Corporate Office:	Management Discussion and Analysis Report	15 - 16
205, Raigad Darshan, Opp. Indian Oil Colony, J P Road, Andheri (West), Mumbai - 400053.	Corporate Governance Report	17 - 24
Bankers:	Auditors Certificate on Corporate Governance	25 - 25
Vijaya Bank Union Bank of India	Auditors Report on Financial Statements	26 - 30
Statutory Auditors:	Balance Sheet	31 - 31
M/s. G. L. Singhal & Co. Chartered Accountants Add: 23A, N. S. Road, 4 th Floor, Room No. 7A, Kolkata – 700001.	Profit and Loss Statement	32 - 32
Registrar and Transfer Agents:	Schedules and Notes to Accounts	33 - 38
Sharex Dynamic (India) Private Limited Unit 1, Luthra Industrial Premises, Safed Pool, Andheri-Kurla Road, Andheri (East), Mumbai – 400072.	Cash Flow Statement	39 - 39
	Attendance Slip and Proxy Form	41 - 43

Board of Directors

Mr. Rajesh B Agarwal	Managing Director
Mr. Basudeo Agarwal	Director
Mr. Sanjay B Agarwal	Director
Mr. Chandrahas Shetty	Director
Mr. Yogesh N Dave	Director

Compliance Officer

Mr. Yogesh N Dave

Board Committees

Audit Committee

Mr. Yogesh N Dave	Chairman
Mr. Sanjay B Agarwal	Member
Mr. Chandrahas Shetty	Member

Remuneration Committee

Mr. Chandrahas Shetty	Chairman
Mr. Sanjay B Agarwal	Member
Mr. Yogesh N Dave	Member

Share Transfer & Shareholders'/Investors Grievance Committee

Mr. Rajesh B Agarwal	Chairman
Mr. Sanjay B Agarwal	Member
Mr. Chandrahas Shetty	Member

Notice

Notice is hereby given that the Twentieth Annual General Meeting of the members of Yogi Infra Projects Limited will be held on **Friday, 27th September 2013** at 304, 03rd Floor, Profit Center, Opposite Kalaghoda Circle, Sayajigunj, Station Main Road, Vadodara – 390 005 at 12:00 P.M to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2013 and Profit and Loss Statement for the year ended on that date together with reports of the Board of Directors' and Auditors thereon.
2. To appoint a Director in place of Mr. Basudeo Agarwal who retires by rotation and being eligible, offers him for re-appointment.
3. To appoint a Director in place of Mr. Sanjay B Agarwal, who retires by rotation and being eligible, offers him for re-appointment.
4. To appoint M/s. G L Singhal & Co, Chartered Accountants to hold office from the conclusion of the forthcoming Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

By order of the Board of Directors

Place: Vadodara
Date: 27th August 2013

Sd/-
Rajesh B Agarwal
Managing Director

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the Company. The Proxy form should be deposited at the Registered Office of the Company not less than 48 (Forty Eight) hours before the commencement of the meeting.
2. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
3. For the convenience of the Members and for proper conduct of the meeting, entry to the place of meeting will be regulated by an Attendance Slip, which is forwarded as detachable part of Annual Report. Members are requested to affix their signature at the place provided in the Attendance Slip and hand it over at the entrance.
4. Members, who hold shares in dematerialized form, are requested to bring in their Client ID and DP ID nos. for easier identification of attendance at the meeting and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
5. A member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least 7 days prior to the meeting, so that, the required information can be made available at the meeting.
6. Yogi Infra Projects Limited is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs(MCA) , Government of India, had issued the following circulars in green initiative(a) Circular Nos. 17/2011 and 18/ 2011, dated April 21, 2011 and April 29,2011 respectively, allowing companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance.

Recognizing the spirit of the circular issued by the MCA, we propose to send notices/documents (i.e., physical annual report of the Company comprising of Balance Sheet, Profit & Loss Account, Directors' Report, Auditors' Report etc.,) to the email address.

In this behalf, we are confident that you would appreciate the "Green Initiative" taken by MCA. We solicit your cooperation in helping the Company to implement the e-governance initiatives of the Government.

Shareholders who have not updated their email id till date are requested to update email address with your depository participant for demat holding of shares and with Mr. Yogesh Dave from 'Yogi Infra Projects Limited' for physical holding of shares and co-operate with the Company to implement the Green Initiative of the Government.

Shareholders holding shares in physical form may email the details to yoegeish@gmail.com

Name of the member	Son of/ Daughter of/ Wife of	Client ID/ Ledger Folio No.	No. of Shares Held	Pan No. (mandatory in case of Demat holders)	E-mail address
--------------------	------------------------------------	-----------------------------------	--------------------------	--	-------------------

7. Members holding shares in physical form are requested to notify immediately any change in their address to the Company's Registrar and transfer Agent Sharex Dynamic (India) Private Limited. Members holding shares in electronic form may intimate any such changes to their respective Depository participants (DPs).
8. Members holding more than one share certificate in different folios are requested to kindly apply for consolidation of the folios and send the relative share certificates to the Company's Registrar and Share Transfer Agent, Sharex Dynamic (India) Private Limited, (Unit: Yogi Infra Projects Limited), Unit 1, Luthra Industrial Premises, Safed Pool, Andheri – Kurla Road, Andheri (East), Mumbai – 400 072
9. Listing fee has been paid to The Stock Exchange, Mumbai (BSE) up to date.
10. The Company's Shares are traded in electronic form with ISIN No. INE429B01011
11. The Register of Members and the Share Transfer Books will remain closed on 27th September 2013 in connection with the Annual General Meeting.
12. Members are kindly requested to bring Annual Report 2012-13 along with them to the Annual General Meeting, since extra copies will not be supplied at the meeting.
13. The Shares of the Company are compulsorily traded in electronic form. The Members are requested to forward all applications for transfer and all other shares related correspondence, including intimation for change of address, if any, to the Registrars and Transfer Agent of the Company at the following address:

Sharex Dynamic (India) Private Limited
Unit 1, Luthra Industrial Premises, Safed Pool,
Andheri – Kurla Road, Andheri (East), Mumbai – 400 072
Tel: (022) 2851 5606 / 5644 Fax: (022) 2851 2885
Contact Person: Mr. T. Sashikumar
14. Pursuant to SEBI notification no. MED/ DOP/ Circular/05/2009 dated May 20, 2009, it has become mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTA to enable/effect transfer of Shares in physical form.
15. Disclosures as per Clause 49 of the Listing Agreement for appointment /reappointment of Directors. Brief particulars of Directors being appointed/re-appointed as under:

Name of Director	Mr. Basudeo Agarwal	Mr. Sanjay B Agarwal
Date of Birth	18 th November 1944	21 st January 1968
Date of Appointment	10 th February 2012	27 th August 2011
Directorships	<ol style="list-style-type: none"> 1. Evertex Industries Private Limited 2. Bini Builders Private Limited 3. Axayraj Buildwell Private Limited 4. Moongipa Development and Infrastructure Limited 	<ol style="list-style-type: none"> 1. Moongipa Synthetics Private Limited 2. Shiva Shakti Enclaves Private Limited 3. Moongipa Development and Infrastructure Limited 4. Axayraj Buildwell Private Limited 5. Moongipa Roadways Private Limited 6. NSR Mining Industries Private Limited 7. Navket Mines Private Limited 8. Margaraf Manufacturing & Trading India Private Limited. 9. Greenhill Infracon Private Limited 10. Sapphire Eximtrade Private Limited. 11. Bini Builders Private Limited.
Shares held in the Company	N.A.	N.A.

By order of the Board of Directors

Place: Vadodara
Date: 27th August 2013

Sd/-
Rajesh B Agarwal
Managing Director

DIRECTORS' REPORT

To
The Members

Your Directors present the **TWENTIETH ANNUAL REPORT** on the business and operations of the Company together with the Audited Statements of Accounts for the year ended March 31, 2013.

Financial Results

Particulars	(Rs. In Lakhs)	
	Year Ended 31 st March 2013	Year Ended 31 st March 2012
Profit(Loss) before Depreciation	11.64	(8.11)
Less: Depreciation	0.00	0.00
Profit (Loss) before Tax	11.64	(8.11)
Add/Less: Provision for MAT	0.05	0.00
PROFIT / (LOSS) AFTER TAX	11.59	(8.11)
Add / Less: Brought forward loss of previous year	(331.41)	(323.30)
Profit / (Loss) carried to Balance Sheet	(319.82)	(331.41)

State of Company's Affairs

During the year, the Company did not carry out any operations of infrastructure related projects. However, the Company did manage to earn profits due to income from Non-operational activities.

Management is planning to devise a futuristic and strategic roadmap for the Company and keeping all operating expenses are under tight control.

Dividend

Directors regret their inability to recommend any dividend on the Equity Shares of the Company for the year ended 31st March, 2013.

Deposits

The Company did not accept any deposits from the public and the provisions of Section 58A of the Companies Act, 1956 are therefore not applicable to the Company.

Board of Directors

Your Company's Board is constituted of the following Directors:

1. Mr. Rajesh Agarwal – Managing Director
2. Mr. Basudeo Agarwal
3. Mr. Sanjay Agarwal
4. Mr. Chandrahas Shetty
5. Mr. Yogesh N. Dave

In terms of the provision of the Companies Act, 1956 and the Articles of Association, Mr. Basudeo Agarwal and Mr. Sanjay Agarwal would retire by rotation at the forthcoming Annual General Meeting and are eligible for re-appointment.

Mr. Basudeo Agarwal and Mr. Sanjay Agarwal have offered themselves for re-appointment.

Auditors

M/s. G. L. Singhal & Co., Chartered Accountants, Auditors of the Company, retires at the ensuing Annual General Meeting and has expressed their willingness for re- appointment.

The Company has received letter from M/s. G. L. Singhal & Co., Chartered Accountants to the effect that their appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such appointment.

The Board recommends the appointment of M/s. G. L. Singhal & Co., Chartered Accountants, as the Statutory Auditors of the Company for the year 2013-14.

Auditors' Report

The observation and comments given by Auditors in this report read together with notes to accounts are self-explanatory and hence do not call for any further comments under Section 217 of the Companies Act, 1956.

Directors' Responsibility Statement under Section 217(2AA) of the Companies Act, 1956:

The Directors confirm:

1. that in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. that they 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 Financial Year 2012-2013 and of the profit of the Company for that period;
3. that they have taken proper and sufficient care for 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. that they have prepared the annual accounts on a going concern basis.

Management Discussion & Analysis

The Company did not carry out any commercial activities during the year; however, your Company has earned interest income and generated the profit. Still, the Company has accumulated losses from the past years. The Company is continuously trying to revive its business and looking forward for various proposals for profitable projects. With the favorable economic conditions, the Directors and the Management look forward for better prospects in the coming years.

The Company has an adequate system of internal controls to commensurate with its nature of business and scale of operations.

None of the Company's employees are represented by any labor union nor are subject to collective bargaining agreement. We have not experienced any work stoppages or any industrial indiscipline in the year under review.

Corporate Governance:

The amendments to the Companies Act, 1956 and the listing agreement executed with the Bombay Stock Exchange Limited require compliance with specified Corporate Governance practices. A detailed Report on Corporate Governance approved by the Directors is annexed. A certificate on compliance of Corporate Governance requirements in pursuance to clause 49 of the listing agreement is placed with the report on Corporate Governance.

Particulars of Employees:

Since there are no employees falling within the purview of the provisions of Section 217(2A) of the Companies Act, 1956 no such details are required to be given.

Conservation of energy and foreign technology absorption:

The details of energy consumption and conservation as required under the provisions of Section 217(1)(e) of the Companies Act 1956 is provided separately and forms part of this report.

The Company has not adopted any foreign technology during the year.

Foreign exchange earnings and Outgo:

The Company has not earned any foreign exchange or incurred any foreign exchange outgo during the year.

Listing of Securities:

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited.

Depository Systems

Your Company continues with an arrangement with National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization of your Company's securities in