



# **YOGI INFRA PROJECTS LIMITED**

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

## **21<sup>ST</sup> ANNUAL REPORT 2013-2014**

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## **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

### ***Nomination and Remuneration Committee***

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

### ***Stakeholders Relationship Committee***

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

## NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of the members of Yogi Infra Projects Limited will be held on **Monday, September 29, 2014** at 251, C-6, Samta, Opposite PDIL, Near Samta Police Chowki, Subhanpura, Vadodara – 390023 at 9:00 A.M to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as on 31<sup>st</sup> March, 2014 and Profit and Loss Account for the year ended on that date together with reports of the Board of Auditors' and Directors' thereon.
2. To appoint a Director in place of **Mr. Sanjay Agarwal** who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint **M/s. G L Singhal & Co**, Chartered Accountants be & are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting for Three (3) consecutive years, subject to ratification at every Annual General Meeting, on such remuneration, as may be fixed by the Board of Directors.

### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of the earlier resolutions passed in this regard and pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to invest surplus funds of the Company from time to time, in excess of limits specified in Section 186 of the Companies Act, 2013 which shall not exceed a sum of Rs.25 Crores (Rupees Twenty Five Crores)."

**"RESOLVED FURTHER THAT** any of the Directors be and are hereby authorized to take all necessary steps or to sign and execute necessary documents, papers in this regards, to give effects to the above Resolution"

5. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart) from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed a sum of Rs. 15 Crores (Fifteen Crores).”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise whomsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

**By order of the Board of Directors**

**Place: Mumbai**  
**Date: September 05, 2014**

**Sd/-**  
**Rajesh B Agarwal**  
**Managing Director**

## NOTES:

- 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.
- Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
- 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.
- 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.
- 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.
- Yogi Infra Projects Limited is concerned about the environment and utilizes natural resources in a sustainable way. The Company wishes to send official documents to their shareholders electronically as part of its green initiatives in corporate governance and 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](mailto: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
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- 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).

- 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
- Listing fee has been paid to The Stock Exchange, Mumbai (BSE) up to date.
- The Company's Shares are traded in electronic form with ISIN No. INE429B01011
- The Register of Members and the Share Transfer Books will remain closed on 29<sup>th</sup> September 2014 in connection with the Annual General Meeting.
- Members are kindly requested to bring Annual Report 2013-14 along with them to the Annual General Meeting, since extra copies will not be supplied at the meeting.
- 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. Sashi Kumar

- Disclosures as per Clause 49 of the Listing Agreement for appointment /re-appointment of Directors. Brief particulars of Directors being appointed/re-appointed as under:

<b>Name of Director</b>	Mr. Sanjay B Agarwal
<b>Date of Birth</b>	January 21, 1968
<b>Date of Appointment</b>	August 27, 2011

<b>Directorships</b>	<ol style="list-style-type: none"> <li>1. Moongipa Synthetics Private Limited.</li> <li>2. Shiva Shakti Enclaves Private Limited.</li> <li>3. Moongipa Development and Infrastructure Limited.</li> <li>4. Moongipa Realty Private Limited.</li> <li>5. Moongipa Roadways Private Limited.</li> <li>6. NSR Mining Industries Private Limited.</li> <li>7. Navket Mines Private Limited.</li> <li>8. Margraf Manufacturing &amp; Trading India Private Limited.</li> <li>9. Greenhill Infracon Private Limited.</li> <li>10. Sapphire Eximtrade Private Limited.</li> <li>11. Bini Builders Private Limited.</li> </ol>
<b>Shares held in the Company</b>	<b>N.A</b>

**By order of the Board of Directors**

**Place: Mumbai**  
**Date: September 05, 2014**

**Sd/-**  
**Rajesh B Agarwal**  
**Managing Director**



## **EXPLANATORY STATEMENT**

**The following explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned as Item Nos. 4 & 5 of the accompanying Notice.**

### **Item No.4:**

The Company had, in pursuance of the provisions of Section 293(1)(a) of the Companies Act, 1956, approved of borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 25 Crores (Rupees Twenty Five Crores) at any point of time;

Under Section 180 of the Act, the above powers of the Board are required to be exercised only with the consent of the Company by a Special Resolution.

The approval of the Members is thus required for the said borrowings by way of a Special Resolutions, pursuant to Section 180(1) (c) of the Act respectively.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the aforesaid Resolutions.

### **Item No.5:**

The Company had, in pursuance of the provisions of Section 372A of the Companies Act, 1956 approved investment of Surplus Funds Rs. 15 Crores (Fifteen Crores).The Company had complied with the relevant provisions by taking the necessary approval of the Members by passing a Special Resolution

Your approval is required under Section 186 of the Companies Act, 2013 within the approved limit of Rs. 15 Crores (Fifteen Crores)

The Directors commend the Resolutions at Item No.5 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested financial or otherwise in the resolution set out at Item No. 5.

**By order of the Board of Directors**

**Place: Mumbai  
Date: September 05, 2014**

**Sd/-  
Rajesh B Agarwal  
Managing Director**

## DIRECTORS' REPORT

To  
The Members

Your Directors present the **TWENTYFIRSTANNUAL REPORT** on the business and operations of the Company together with the Audited Statements of Accounts for the year ended March 31, 2014.

### Financial Results:

Particulars	(Rs. In Lakhs)	
	Year Ended 31 <sup>st</sup> March 2014	Year Ended 31 <sup>st</sup> March 2013
Profit (Loss) before Tax	56.40	11.64
Add/Less: Provision for Tax	(15.22)	(0.05)
Profit / (Loss) After Tax	41.18	11.59
Add / Less: Brought forward loss of previous year	(319.82)	(331.41)
Profit / (Loss) carried to Balance Sheet	(278.64)	(319.82)

### State of Company's Affairs:

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

Management is under 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 31<sup>st</sup> March, 2014.

### 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:

- Mr. Rajesh Agarwal
- Mr. Basudeo Agarwal
- Mr. Sanjay Agarwal
- Mr. Chandrahas Shetty
- Mr. Yogesh N. Dave