



**YOGI INFRA PROJECTS LIMITED**  
**(Formerly known as Yogi Sung-Wong (India) Limited)**

**22<sup>nd</sup> ANNUAL REPORT**  
**2014-15**

**Registered Office:**

18 Rabindra Sarani Road, Room No. 308, 03<sup>rd</sup> Floor, Gate No. 1, Kolkata – 700001.

**Corporate Office:**

205, Raigad Darshan, Opp. Indian Oil Colony, J P Road, Andheri (West), Mumbai – 400053.

**Statutory Auditors:**

**G. L. Singhal & Co., Chartered Accountants**

23A, Fortuna Towers, 4<sup>th</sup> Floor, Suit No. 7A, Near Dalhousie, Netaji Subhas Road, Kolkata – 700001

**Registrar and Transfer Agents:**

**Sharex Dynamic (India) Private Limited**

Unit 1, Luthra Industrial Premises, Safed Pool, Andheri – Kurla Road, Andheri (East), Mumbai – 400 072

**Bankers:**

**Vijaya Bank**

Amay House, Ground Floor, J P Road, Versova, Mumbai - 400058

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## **Board of Directors:**

Mr. Basudeo Agarwal	Director
Mr. Sanjay Agarwal	Managing Director
Mr. Prathamesh Vinay Ketkar	Director
Ms. Shilpa Upadhyay	Director

## **Key Managerial Personnel:**

Mr. Rajesh Agarwal	Chief Financial Officer
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## **Board Committees:**

### **Audit Committee:**

Ms. Shilpa Upadhyay	Chairperson
Mr. Sanjay Agarwal	Member
Mr. Prathamesh Ketkar	Member

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

Mr. Prathamesh Ketkar	Chairperson
Mr. Basudeo Agarwal	Member
Ms. Shilpa Upadhyay	Member

### **Stakeholders Relationship Committee:**

Mr. Basudeo Agarwal	Chairperson
Mr. Sanjay Agarwal	Member
Mr. Prathamesh Ketkar	Member

## **Notice:**

Notice is hereby given that the **Twenty Second** Annual General Meeting of the Members of Yogi Infra Projects Limited will be held on Tuesday, September 29, 2015 at 10.00 am IST at the registered office of the Company at 18 Rabindra Sarani Road, Room No. 308, 03<sup>rd</sup> Floor, Gate No. 1, Kolkata – 700001 to transact the following business:

### **Ordinary Business**

1. **Item No.1 – Adoption of Accounts:**

To receive, consider and adopt the Balance Sheet as on March 31, 2015 and Profit and Loss Account for the year ended on that date together with reports of the Board of Directors' and Auditors' thereon.

2. **Item No. 2 – Reappointment of Mr. Basudeo Agarwal:**

To appoint a Director in place of Mr. Basudeo Agarwal who retires by rotation and being eligible, offers himself for re-appointment.

3. **Item No. 3 – Reappointment of M/s. G L Singhal & Co, Chartered Accountants:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution for ratification of appointment of Auditors:

**“RESOLVED THAT**, Pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s G L Singhal & Co., Chartered Accountants (Firm Registration Number: **(313078E)**) as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting, be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix remuneration payable to the Auditors.”

**Registered Office:**  
**18, Rabindra Sarani Road,**  
**Room No. 308, 3<sup>rd</sup> Floor,**  
**Gate No. 2, Kolkata - 700001**

**By the order of the Board of Directors**  
**For Yogi Infra Projects Limited**

**Mumbai**  
**September 5, 2015**

**Sanjay Agarwal**  
**Designation : Managing Director**  
**DIN : 00462902**

**Notes:**

1. A member entitled to attend and vote is entitled to appoint a proxy or where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
2. Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
5. The Register of Members of the Company will remain closed on September 29, 2015 in connection with the Annual General Meeting.
6. 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.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to **Sharex Dynamic (India) Private Limited**. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

8. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the new share transfer form SH-4.
9. 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

10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
11. Details of Director seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on September 29, 2015 are provided as follows:

<b>Mr. Basudeo Agarwal</b>	
Date of Birth	November 18, 1944
Date of Appointment	February 10, 2012
Relationship with Directors	Father of Mr. Sanjay Agarwal
Expertise in specific functional area	Wide Managerial Experience

Qualification	B. Com
Board Memberships of Companies as on March 31, 2015	a. Ever Tex Industries Private Limited. b. Shiva Shakti Enclaves Private Limited. c. Bini Builders Private Limited. d. Moongipa Realty Private Limited. e. Moongipa Development and Infrastructure Limited. f. Yogi Infra Projects Limited.
Chairman/Member of the Committee of the Board of Directors as on March 31, 2015	1
Number of Shares held in the Company as on March 31, 2015	Nil

**12. E Voting:**

- a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).



- b. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- c. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d. The remote e-voting period commences on September 26, 2015 (9:00 am) and ends on September 28, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2015 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

13. **Procedure and Instructions for E-voting**

Members may cast their votes through electronics means by using an electronics voting system from a place other than the venue of AGM (Remote E-voting) in the manner provided below during the e-voting period as mentioned below:

- a. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
  - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder – Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select “EVEN” of “**Yogi Infra Projects Limited**”
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [complianceofficeryogi@gmail.com](mailto:complianceofficeryogi@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- b. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the Annual General Meeting
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- d. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- e. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).