



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

Twenty Third Annual Report
2015-16

Registered Office:

18, Rabindra Sarani Road, Room No. 308, 3rd Floor, Gate No. 1, Kolkata-700 001

Corporate Office:

205, Raigad Darshan, Opp. Indian Oil Colony, J P Road, Andheri (West), Mumbai-400 053

Bankers:

Vijaya Bank

Statutory Auditors:

M/s. G. L. Singhal & Co., Chartered Accountants

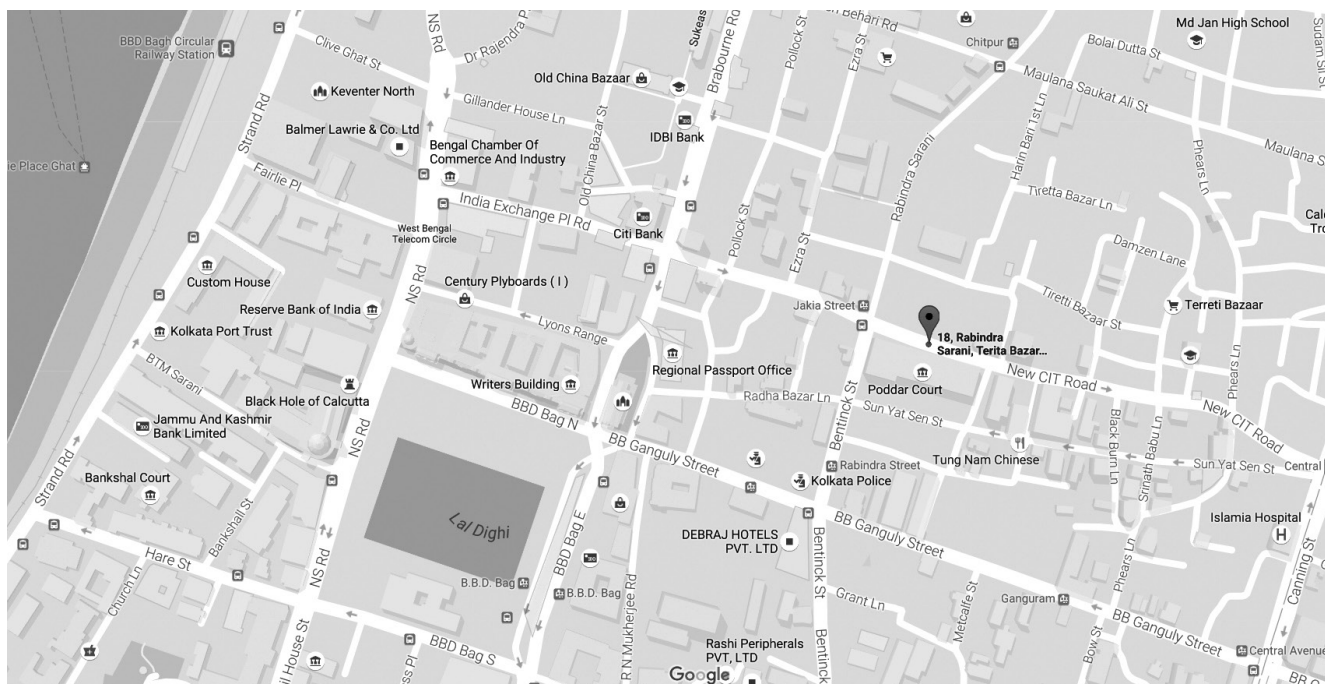
23A, Fortuna Towers, 4th Floor, Suit No. 7A, Near Dalhousie, Netaji Subhas Road, Kolkata-700 001

Registrar and Transfer Agents:

Sharex Dynamic (India) Private Limited

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

Route Map – Annual General Meeting



Board of Directors:

Mr. Basudeo Agarwal	Director
Mr. Sanjay Agarwal	Managing Director
Mr. Prathamesh Vinay Ketkar	Independent Director
Ms. Sapana Bikash Biswas	Independent Director

Key Managerial Personnel:

Mr. Rajesh Agarwal	Chief Financial Officer
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Board Committees:

Audit Committee:

Ms. Sapana Bikash Biswas	Chairperson
Mr. Sanjay Agarwal	Member
Mr. Prathamesh Ketkar	Member

Nomination and Remuneration Committee:

Ms. Sapana Bikash Biswas	Chairperson
Mr. Basudeo Agarwal	Member
Mr. Prathamesh Ketkar	Member

Stakeholders Relationship Committee:

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

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Notice:

Notice is hereby given that the **Twenty Third** Annual General Meeting of the Members of Yogi Infra Projects Limited will be held on Thursday, September 29, 2016 at 10.00 am IST at the registered office of the Company at 18, Rabindra Sarani Road, Room No. 308, 3rd Floor, Gate No. 1, Kolkata – 700001 to transact the following business:

Ordinary Business

1. Adoption of Accounts:

- (a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of the Auditors and Board of Directors;
- (b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the report of the Auditors.

2. Reappointment of Mr. Basudeo Agarwal (DIN: 00462889):

To appoint a Director in place of Mr. Basudeo Agarwal (DIN: 00462889) who retires by rotation and being eligible, offers himself for re-appointment.

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 there under, the appointment of M/s GL 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 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

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 effect to the above Resolution”

Special Business

4. Appointment of Mr. Prathamesh Vinay Ketkar (DIN: 05150349) as Director:

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prathamesh Vinay Ketkar(DIN: 05150349), who was appointed as an Additional Director with effect from September 29, 2015, in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term up to September 29, 2020.

RESOLVED FURTHER THAT any of the Director or Mr. Rajesh Agarwal, Chief Financial Officer of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary to give effect to the above resolution including filing of necessary e-Forms with the Ministry of Corporate Affairs, in this regard.”

5. **Appointment of Ms. Sapana Bikash Biswas (DIN: 07207619) as Director:**

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Sapana Bikash Biswas (DIN: 07207619), who was appointed as an Additional Director with effect from September 29, 2015, in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term up to September 29, 2020.

RESOLVED FURTHER THAT any of the Director or Mr. Rajesh Agarwal, Chief Financial Officer of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary to give effect to the above resolution including filing of necessary e-Forms with the Ministry of Corporate Affairs, in this regard.”

Registered Office:
18, Rabindra Sarani Road,
Room No. 308, 3rd Floor,
Gate No. 1, Kolkata – 700001

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

Mumbai
September 03, 2016

Sanjay Agarwal
Designation : Managing Director
DIN : 00462902

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote instead of himself/herself. Such a proxy/proxies need not be a member of the Company.
2. The instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc must be supported by an appropriate resolution/authority letter, as applicable.
3. Members are requested to bring their copies of the 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.
4. Details as required in sub-regulation (3) of Regulation 36 of the Listing regulations in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of the notice. Requisite declarations have been received from the Directors for their appointment/re-appointment.
5. The Register of Members of the Company will remain closed on September 29, 2016 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 at sharexindia@vsnl.com**. 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 can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.

11. Voting through electronic means:

- (I) 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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).
- (II) 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.
- (III) 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.
- (IV) The remote e-voting period commences on **September 26, 2016 (9:00 am) and ends on September 28, 2016 (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 22, 2016** 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.
- (V) 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; "**Yogi Infra 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 kholaajyoti90@gmail.com with a copy marked to evoting@nsdl.co.in & complianceofficeryogi@gmail.com.

(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

EVEN (Remote e-voting Event Number) _____

USER ID _____

PASSWORD/PIN _____

(ii). Please follow all steps from Sr. No. (A)(ii) To Sr. No. (A)(xii) above to cast vote.

(VI) 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 or call on toll free no.: 1800-222-990.

(VII) 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.

(VIII) 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).

(IX) The voting rights of Members shall be in proportion to their Shares of the paid up equity Share capital of the Company as on the cut-off date of September 22, 2016.

(X) Any person, who acquires Shares of the Company and become Member of the Company after dispatch of the notice and holding Shares as of the cut-off date i.e. September 22, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

(XI) A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM

(XII) A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

(XIII) Ms. Jyoti N Kholia, Company Secretary in Whole Time Practice (Membership Number A33237) has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

(XIV) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of **Ballot Paper** for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

(XV) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(XVI) The Results declared along with the report of the Scrutinizer shall be placed on the website of NSDL immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

12. Explanatory Statement in respect of the special business pursuant to Section 102 of the Companies Act, 2013:

Item No. 4 & Item No. 5:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Prathamesh Vinay Ketkar (DIN: 05150349) (hereinafter referred as 'Mr. Ketkar') as an Additional Director with effect from September 29, 2015 under Section 161(1) of the Companies Act, 2013 as an Independent Non-Executive Director of the Company under Section 149 of the Companies Act, 2013 to hold office up to September 29, 2020 and Ms. Sapana Bikash Biswas (DIN: 07207619) (hereinafter referred to as Ms. Biswas) as an Additional Director with effect from September 29, 2015 under Section 161(1) of the Companies Act, 2013 as a Woman Independent Non-Executive Director of the Company under Section 149 of the Companies Act, 2013 to hold office up to September 29, 2020.

Their appointment is subject to the approval of the members. The Company has received a notice from a member proposing Mr. Ketkar & Ms. Biswas as candidates for the office of Directors of the Company.

Mr. Ketkar has an experience of over 2 (Two) years in the field of infrastructure. He has been constantly helping the Company with his expertise to analyze the impending business projects. Apart from Infrastructure, he has also been working in the field of entertainment and agriculture. Mr. Ketkar has been guiding the Company in various aspects of management, administration and corporate governance.

Ms. Biswas holds a MBA degree in Human Resources. She has an experience of over ten years in the field of human resources. Ms. Biswas has also been in the field of Software Development for more than three years. Ms. Biswas is helping the Company in aspects of management. Ms. Biswas is keenly overseeing the policies and framework established by the Company and providing her valuable inputs to setup a proper system for management.

Mr. Ketkar is a Director in Dreamagination Entertainment Private Limited and Ms. Biswas has no other Directorships.

Mr. Ketkar does not hold by himself or for any other person on a beneficial basis, any shares in the Company & Ms. Biswas holds 0.01% shares in the Company.

Mr. Ketkar & Ms. Biswas have given declarations that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Ketkar & Ms. Biswas fulfill the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for their appointment as Independent Directors of the Company and are independent of the management.

The Board considers that their association would be of immense benefit to the Company and it is desirable to avail services of Mr. Ketkar & Ms. Biswas as Independent Directors. Mr. Ketkar & Ms. Biswas would bring with them immense experience to the Company in the areas of management, administration and corporate governance.