



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

Twenty Fourth Annual Report
2016-17

Registered Office:

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

Corporate Office:

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

Registrar & Transfer Agents:

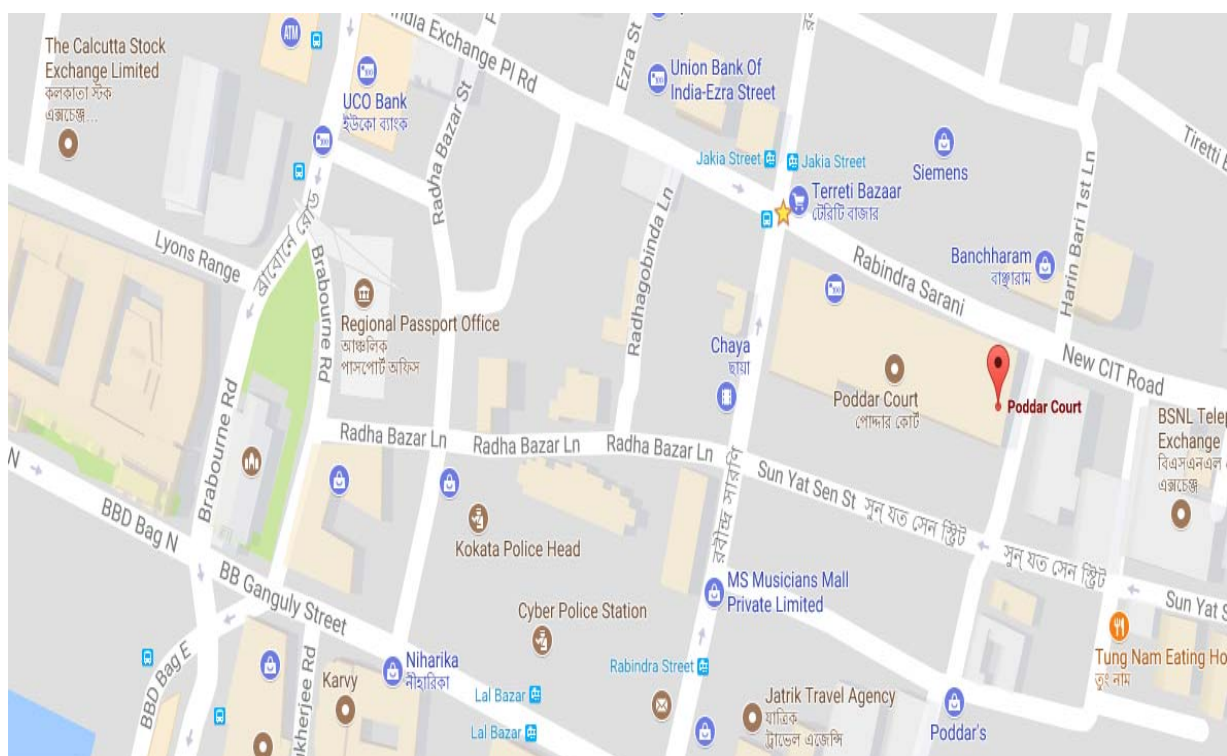
Sharex Dynamic (India) Private Limited

Unit 1, Luthra Industrial Premises, Safed Pool, Andheri – Kurla Road, Andheri (East),
Mumbai - 400072

Bankers:

Vijaya Bank

Route Map for the Twenty Fourth 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	Woman 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 Fourth** Annual General Meeting of the Members of **Yogi Infra Projects Limited** will be held on **Friday, September 29, 2017** 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, 2017 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, 2017 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. **Appointment of RVA and Associates LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company:**

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 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 [Including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded to appoint RVA and Associates LLP, Chartered Accountants, Mumbai, (ICAI Firm Registration Number: 115003W/W100039) as the Statutory Auditors of the Company in place of G.L. Singhal & Co., Chartered Accountants, Kolkata (ICAI Firm Registration Number: 313078E), to hold office for a term of 5 (Five) years from the conclusion of this Annual General Meeting until the conclusion of the Twenty Ninth Annual General Meeting to be held in the year 2022 (Subject to ratification of their appointment by the Members at every Annual General Meeting as required under the Companies Act, 2013), at a remuneration to be determined by the Board of Directors.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds and as may be necessary to give effect to the aforesaid resolution including submission of E Forms and such other forms and documents along with a copy of this resolution with the Registrar of Companies”.

Special Business

4. **Appointment of Mr. Basudeo Agarwal (DIN: 00462889) as Executive Chairman:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 & 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and subject to such other approvals, permissions and sanctions, as may be required and subject to such conditions, modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Company be accorded to the appointment of Mr. Basudeo Agarwal (DIN: 00462889) as Executive Chairman for a period of 5 (Five) years with effect from September 4, 2017 to September 3, 2022 as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the earlier approved terms and conditions, which is hereby approved and sanctioned with authority to the Board of Directors, within the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT any of the Directors or Mr. Rajesh Agarwal, Chief Financial Officer of the Company be and are hereby authorized to do all things incidental or ancillary including signing and e-filing of relevant e-forms with the Registrar of Companies and to furnish certified true copies of the foregoing resolution”.

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 04, 2017

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, 2017** 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, 2017 (9:00 am) and ends on September 28, 2017 (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, 2017** 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 santosh@knklp.in 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.