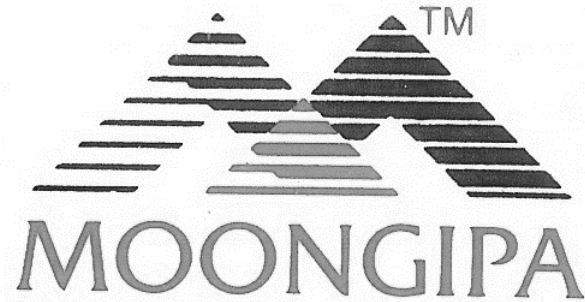


Yogi Infra Projects Limited

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

25th Annual Report



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

Twenty Fifth Annual Report
2017-18

Yogi Infra Projects Limited

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

25th Annual Report

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:

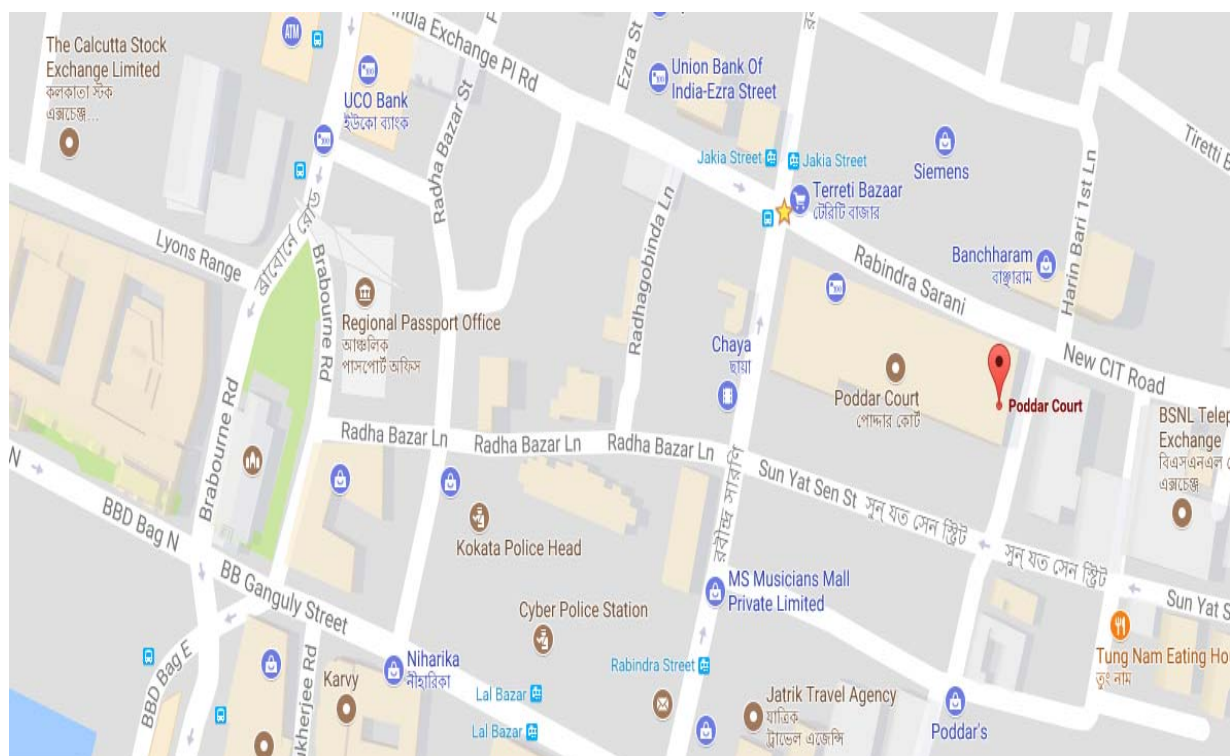
Sharex Dynamic (India) Private Limited

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

Our Website:

<http://www.yogiinfraprojects.co.in>

Route Map for the Twenty Fifth Annual General Meeting



Yogi Infra Projects Limited

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Yogi Infra Projects Limited

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Board of Directors and its Committees

Board of Directors:

Mr. Basudeo Agarwal	Chairman
Mr. Sanjay Basudeo Agarwal	Managing Director
Mr. Dhaval Mansukhlal Joshi	Independent Director
Ms. Sapana Bikash Biswas	Woman Independent Director

Key Managerial Personnel:

Mr. Rajesh Agarwal	Chief Financial Officer
--------------------	-------------------------

Board Committees:

Audit Committee:

Ms. Sapana Bikash Biswas	Chairperson
Mr. Sanjay Basudeo Agarwal	Member
Mr. Dhaval Mansukhlal Joshi	Member

Nomination and Remuneration Committee:

Ms. Sapana Bikash Biswas	Chairperson
Mr. Basudeo Agarwal	Member
Mr. Dhaval Mansukhlal Joshi	Member

Stakeholders Relationship Committee:

Mr. Basudeo Agarwal	Chairman
Mr. Sanjay Basudeo Agarwal	Member
Mr. Dhaval Mansukhlal Joshi	Member

Yogi Infra Projects Limited

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Directors Report

To
The Members of
Yogi Infra Projects Limited

The Directors hereby present the Twenty Fifth Annual Report of Yogi Infra Projects Limited ('the Company') on the business and operations along with the Audited Financial Statements for the financial year ended March 31, 2018.

1. **Financial Results**

(In ₹)

Standalone Financial Results		
Particulars	For the Financial Year Ended March 31, 2018	For the Financial Year Ended March 31, 2017
Total Revenue	4,896,473	5,381,920
Total Expenses	3,175,804	3,596,515
Exceptional Items	(4,573)	-
Profit/(Loss) before Tax	1,725,242	1,785,405
(Provision for Tax)	515,616	596,861
Deferred Tax	(292)	(1,867)
Profit/(Loss) after Tax	1,209,918	1,190,411

(In ₹)

Consolidated Financial Results		
Particulars	For the Financial Year Ended March 31, 2018	For the Financial Year Ended March 31, 2017
Total Revenue	39,300,123	24,292,659
Total Expenses	32,154,988	18,368,454

Yogi Infra Projects Limited

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Consolidated Financial Results		
Exceptional Items	(37,327)	354,635
Profit/(Loss) before Tax	5,019,315	4,254,388
Less: Minority Interest	3,120,508	2,644,527
Profit/(Loss) after Tax	1,898,807	1,609,861

2. **Financial Performance:**

The revenue of the Company for the year ended March 31, 2018 was ₹ 4,896,473 (Rupees Forty Eight Lakhs Ninety Six Thousand Four Hundred and Seventy Three) as against revenue for the previous year at ₹ 5,381,920 (Rupees Fifty Three Lakhs Eighty One Thousand Nine Hundred and Twenty). Profit after Tax (PAT) for the year ended March 31, 2018 was ₹ 1,209,918 (Rupees Twelve Lakhs Nine Thousand Nine Hundred and Eighteen) as against PAT for previous year at ₹ 1,190,411 (Rupees Eleven Lakhs Ninety Thousand Four Hundred and Eleven).

3. **Dividend:**

Your Directors regret their inability to recommend any dividend for the financial year ended March 31, 2018.

4. **Review of Operations:**

The Company at present is facing adverse market conditions owing to the sector in which operates. The overall real estate sector has been reeling under the impact of various regulatory reforms and real estate regulations. A sustained recovery in the sector is expected in the coming years.

At present, your Company has started operations and is showing progress in its operations during the year under review. The Company is constantly striving towards obtaining further infrastructure contracts.

Meanwhile, the Company continues to earn profits from its Non-operational activities.

The Management is in the process of devising a futuristic and strategic roadmap for the Company. The Company is also keeping all operating expenses under tight control.

5. **Change in the nature of business:**

The Company is in the business of all kinds of infrastructure establishers/developers, real estate advisers/consultants/brokers, real estate agents builders promoters, developers of apartments, commercial buildings, factory buildings, hotels, malls, office buildings, residential flats and other civil structures and/or dealers in real estate's such as land, building, factory sheds, apartment, flats, hotels, cinema theatres, shopping complex, commercial premises, industrial sites, industrial sheds, guest houses, lodging houses, hotels, cottages, tourist bungalows, commercial premises, all other types of civil structures and places of entertainment, recreation and pleasure and other immovable properties of all kinds and description and/or any interest therein and to acquire by purchase, lease or otherwise lands, sites, buildings or any other civil structure and to build shops, buildings, godowns, hotels, restaurants, cinema theatres, touring talkies and other structures and/or to lease, sell, mortgage, hypothecate or otherwise dispose of or deal in any other way in such lands, sites, buildings and other structures.

Further during the year under review, there has been no change in the nature of business of the Company.

6. **Share Capital:**

(a) **Buy Back of Securities:**

The Company has not bought back any of its securities during the year under review.

(b) **Sweat Equity:**

The Company has not issued any Sweat Equity Shares during the year under review.

(c) **Bonus Shares:**

The Company has not issued any bonus Shares during the year under review.

(d) **Employee Stock Option:**

The Company has not provided any Stock Options to the employees during the year under review.

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As on March 31, 2018, the issued, subscribed and paid-up Share capital of your Company was ₹ 168,458,000 comprising of 16,845,800 equity Shares of ₹ 10 each.

7. Material changes and commitments, if any, affecting the financial position of the Company:

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate to and the date of report.

8. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

9. Details of Subsidiaries, Joint Ventures or Associate Companies:

The Company has the following Associate and Subsidiary Companies during the year under review:

Sr. No	Name Company	CIN/GLN	Holding/ Subsidiary/ Associate		Applicable Section
1.	Bini Builders Private Limited Address: 23A, N S Road, 8 th Floor, Room No. 22, Kolkata – 700001	U45203WB2004PTC097987	Subsidiary Company	63.82%	2(87) of the Companies Act, 2013
2.	Moongipa Realty Private Limited Address: 23A, Netaji Subhas Road, 8 th Floor, Room No. 22, Kolkata – 700001	U45201WB1998PTC154622	Subsidiary Company	74.02%	2(87) of the Companies Act, 2013

As per Rule 5 of the Companies (Accounts) Rules, 2014, the details of the Subsidiaries are provided in Form AOC 1 which is annexed as **Annexure A**.

10. **Board of Directors**

(a) Changes in the composition of the Board during the year under review:

In terms of the provisions of Section 152 of the Companies Act, 2013 and the provisions of the Articles of Association of the Company, Mr. Basudeo Agarwal, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

(b) Declaration by the Independent Directors:

The Company has received the necessary declaration from each of the Independent Directors under section 149(7) of the Companies Act 2013 that they meet the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013.

(c) Number of Meetings of the Board:

The Board of Directors duly met 7(Seven) times on May 30, 2017, August 11, 2017, September 4, 2017, November 14, 2017, December 15, 2017, February 14, 2018 and March 14, 2018 during the year under review in respect of which proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

(d) Company Policy on Director Appointment, Remuneration and Annual Formal Evaluation:

The Company has in place a policy relating to Directors Appointment, remuneration and other related matters under Section 178(3) of the Companies Act, 2013.

Appointment and evaluation of the Independent Directors is governed by the Code for Independent Directors provided in Schedule IV of the Companies Act, 2013.

Pursuant to the provisions of the Companies Act, 2013, the Independent Directors at their meeting held on March 23, 2018 have carried out annual performance evaluation of the non- Independent Directors individually as well as of the Chairman.

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(e) Committees of the Board:

The Company has the following Committees pursuant to the provisions of the Companies Act, 2013 read with relevant rules framed therein:

(i) Audit Committee:

The Audit Committee comprises of the following Members:

Sr. No.	Name of the Members	Designation
1.	Ms. Sapana Bikash Biswas	Chairperson
2.	Mr. Sanjay Agarwal	Member
3.	Mr. Dhaval Joshi	Member

(ii) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises of the following Members:

Sr. No.	Name of the Members	Designation
1.	Ms. Sapana Bikash Biswas	Chairman
2.	Mr. Basudeo Agarwal	Member
3.	Mr. Dhaval Joshi	Member

(iii) Stakeholders Relationship Committee:

The Stakeholder Relationship Committee comprises of the following Members:

Sr. No.	Name of the Members	Designation
1	Mr. Basudeo Agarwal	Chairman