



# YOGI LIMITED

Created. Crafted. Perfected.

B/404, The Capital, G-Block, Bandra Kurla Complex, Behind ICICI Bank, Bandra (East), Mumbai - 400 051.  
Tel.: 022-49428888 | E-mail: info@yogiltd.com | CIN : L70100MH1992PLC069958

To

**BSE Ltd.**

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort

Mumbai - 400 001

**Scrip code: 511702**

**Subject: Intimation of Extra Ordinary General Meeting of the Company schedule to be held on Thursday, 24<sup>th</sup> October, 2024**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and any other applicable provision, we are pleased to inform that the Extra Ordinary General Meeting ("EGM") of the Members of Yogi Limited ("the Company") will be held on Thursday, 24<sup>th</sup> October, 2024 at 4:00 P.M. (IST) at the The Orient Club, 9 Chowpatty Sea Face, Mumbai 400007.

The remote e-voting will be available during the following period:

Commencement of remote e-voting	Sunday, 20 <sup>th</sup> October, 2024 at 9.00 a.m. (IST)
End of remote e-voting	Wednesday, 23 <sup>rd</sup> October, 2024 at 5.00 p.m. (IST)

The remote e-voting module shall be disabled by NSDL for voting after Wednesday, 23<sup>rd</sup> October, 2024 at 5.00 p.m. (IST).

Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Thursday, 17<sup>th</sup> October, 2024 will be entitled to cast their votes by remote e-voting or e-voting during the EGM. The voting right of members shall be in proportion to their shares of the paid up equity share capital of the company as on



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members shall be in proportion to their shares of the paid up equity share capital of the company as on cut-off date. Once the vote on a resolution is cast by the shareholder, the shareholder would not be allowed to change it subsequently. A person who is not a member on the cut-off date should accordingly treat the EGM Notice as for information purposes only.

We request you to kindly take the above on record and bring to the notice of all concerned.

The Notice of Extra ordinary General Meeting is also uploaded on the Company's website [www.yogiltd.com](http://www.yogiltd.com)

Yours faithfully,

**FOR YOGI LIMITED**

**(Ghanshyambhai Nanjibhai Patel)**

**Managing Director**

**Date: 28<sup>th</sup> September, 2024**

**Place: Mumbai**





## NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE YOGI LIMITED WILL BE HELD ON THURSDAY, 24<sup>TH</sup> OCTOBER, 2024, AT 04:00 P.M. AT THE ORIENT CLUB, 9 CHOWPATTY SEA FACE, MUMBAI – 400007 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

1. **INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RS. 30,00,00,000 TO RS. 45,00,00,000:**

*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 Sections 61 & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members of the Company, be and are hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 30,00,00,000/- (Rupees Thirty Crores Only) consisting of 3,00,00,000 (Three Crore) Equity Shares of Rs.10/- (Ten) each to Rs. 45,00,00,000/- (Rupees Forty Five Crores Only) consisting of 4,50,00,000 (Four Crores fifty Lakhs) Equity Shares of Re.10/- (Ten) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Ghanshyambhai Nanjibhai Patel, Managing Director or Mr. Pareshbhai Nanjibhai Patel, Wholetime Director, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Mr. Avinash Sharma, Company Secretary & Compliance Officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

2. **ALTERATION OF SHARE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

*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 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with rules, regulations/ guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, consent of the Members of the Company, be and is hereby accorded to alter share capital clause of the Memorandum of Association. Clause V of the Memorandum of Association of the Company be deleted and the following be substituted thereof:

*V. The Authorised Share Capital of the Company is Rs. 45,00,00,000/- (Rupees Forty Five Crores only) divided into 4,50,00,000 (Four Crores Fifty Lakhs) equity shares of Rs. 10/- each.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Ghanshyambhai Nanjibhai Patel, Managing Director or Mr. Pareshbhai Nanjibhai Patel, Wholetime Director, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Mr. Avinash Sharma, Company Secretary & Compliance Officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”



**3. ISSUE, OFFER & ALLOT 1,50,00,000 CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:**

*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 23, 62(1)(c), 42, 179 and other applicable provisions, if any, of the Companies Act 2013, read with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the Rule 14 of the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018, and all other applicable provisions, if any, as amended from time to time (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of capital and disclosure requirements) Regulations, 2018, as amended from time to time (the “ICDR regulations”) and Securities and Exchange Board of India (Substantial acquisitions and takeovers) Regulations, 2011, as amended from time to time (the “Takeover regulations”) and Securities and Exchange Board of India (Listing obligation and disclosure requirements) Regulations 2015, as amended (the “LODR Regulations”) and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (SEBI), BSE Limited (BSE) where the shares of the Company are listed and any other guidelines and clarifications issued by any other competent authority whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the company and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the company (hereinafter referred to as “The Board” which term shall be deemed to include any existing committees(s)/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent of the Members, be and is hereby accorded to the Board to issue, and allot 1,50,00,000 convertible warrants, on preferential basis convertible into 1,50,00,000 equity shares, (one equity share for one warrant issued) of the company of face value of Rs. 10/- each at the price of Rs. 32/- each (including premium of Rs. 22/- aggregating to Rs. 48,00,00,000/- (Rs. Forty Eight Crore Only) to below mentioned proposed allottee(s), in such manner that as the Board may think fit in its absolute discretion.

**List of Proposed Allottee(s):**

<b>Name of the Proposed Allottee(s)</b>	<b>Address</b>	<b>Class or classes of person(s)</b>	<b>Number of Convertible Warrants to be allotted</b>
Ghanshyambhai Nanjibhai Patel	C-3503/3504, 35 <sup>th</sup> Flr, C Wing, Orbit Heights, Javji Dadaji Marm, Nana Chowk, Grant Road, Mumbai - 400007	Promoter Group	29,80,000
Pareshbhai Nanjibhai Patel	40, Happy Home Society Yogi Smurti, Jay Sawant Road, Plot No. 40 Dahisar ( West), Mumbai - 400068	Promoter Group	29,80,000
Tirth Ghanshyam Patel	C-3503/3504, 35 <sup>th</sup> Flr, C Wing, Orbit Heights, Javji Dadaji Marm, Nana Chowk, Grant Road West, Mumbai - 400007	Promoter Group	45,40,000
Jituraj Finserve Private Limited (Formerly Known as Galary Trading Private Limited)	325, Floor 2 Mezz, Amrut Diamond House, Tata Road No 1, Roxy Cinema Opera House, Girgaon, Mumbai 400004	Non Promoter	45,00,000
<b>Total</b>			<b>1,50,00,000</b>



**RESOLVED FURTHER THAT** the equity shares allotted on exercise of the Convertible warrants shall upon conversion rank pari passu with the existing shares of the company in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at the time.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V and regulation 161, ICDR Regulations, the relevant date for the purpose of calculating the price for the issue of warrants is 24<sup>th</sup> September, 2024 (“Relevant Date”) which is 30 days prior to the date of Extra-Ordinary General Meeting (EGM) i.e. Thursday, 24<sup>th</sup> October, 2024.

**RESOLVED FURTHER THAT** the said Warrants shall be issued and allotted by the Company to the allottee(s) within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

1. The equity shares to be so allotted on exercise of the Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
2. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
3. A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
4. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
5. In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
6. In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Warrants, the issue price of the Equity Shares to be allotted against such Warrants shall be subject to appropriate adjustment, subject to the ICDR Regulations and other applicable law.
7. The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.

**RESOLVED FURTHER THAT** subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and



expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members;

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation,

- i. to vary, modify or alter any of the relevant terms and conditions, attached to the Convertible Warrants to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares,
- ii. making applications to the stock exchange for obtaining in-principle approval,
- iii. listing of Equity Shares issued upon Conversion of Warrants,
- iv. filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities,
- v. filing of requisite documents with the depositories,
- vi. to resolve and settle any questions and difficulties that may arise in the preferential offer,
- vii. issue and allotment of the Convertible Warrants, and
- viii. to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Ghanshyambhai Nanjibhai Patel, Managing Director or Mr. Pareshbhai Nanjibhai Patel, Wholetime Director, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Mr. Avinash Sharma, Company Secretary & Compliance Officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**Registered Office:**

B/404, The Capital, G-Block, Bandra Kurla Complex  
Behind ICICI Bank, Bandra (East), Mumbai - 400051

**CIN No: L70100MH1992PLC069958**

Tel No. : 022- 49428888

e-mail : info@yogiltd.com

Website : www.yogiltd.com

Date : **28th September, 2024**

Place : **Mumbai**

By Order of the Board of Director  
**For Yogi Limited**

Sd/-

**Avinash Sharma**

Company Secretary & Compliance Officer

**NOTES:**

- I. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

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 (on or before 22<sup>nd</sup> October, 2024, 04:00 p.m. IST). A Proxy form MGT-11 is sent herewith.

- II.** 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.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

- III.** An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (herein after referred to as “the Act”, in respect of item 1, 2 and 3 is annexed hereto.

- IV.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent M/s. Link IN Time India Private Limited.

- V.** Queries, if any, may be sent to the Company Secretary seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.

- VI.** Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participant(s) on or before Thursday, 17<sup>th</sup> October, 2024.

- VII.** In case of joint holders attending the Meeting, only such joint holder who is high in the order of names in the Register of Members will be entitled to vote.

- VIII.** Members are requested to advise immediately about any change of address:

- a) To their Depository Participants (DPs) in respect of their electronic share accounts.
- b) To the Company’s Registrar & Share Transfer Agents Link In Time India Private Limited in respect of their physical share folios if, any.

- IX.** Under Section 72 of the Act, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form No. SH.13 to the Company’s Registrar and Share Transfer Agent.

- X.** As a measure of economy, Members are requested to bring their copy of Notice of Extra-Ordinary General Meeting (EOGM) Report to the meeting. Members/ Proxies should bring the attendance slip duly filled in and signed for attending the meeting. Members holding equity shares in electronic form, and proxies thereof, are requested to bring their DP Id and Client Id for Identification.

- XI.** The Notice of Extra Ordinary General Meeting of the Company circulated to the members of the Company will be made available on the Company’s website at [www.yogiltd.com](http://www.yogiltd.com).



- XII.** The Company or its Registrars and Transfer Agents, Link IN Time India Private Limited. (“Link In Time”) cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.
- XIII.** Electronic copy of the Notice of the EGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance slip and Proxy form is being sent to all the members whose email IDs are registered with the Company/Depository participants(s) for communication purpose unless any member has requested for a hard copy of the same.
- XIV.** SEBI has notified that requests for effecting transfer of securities shall not be processed by listed entities unless the securities are held in the dematerialized form with a depository. In view of the above and to avail various other benefits of dematerialization like easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries, members are advised to dematerialize shares held by them in physical form.
- XV.** To support green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner:
- In respect of electronic holdings with the Depository through their concerned Depository Participants.
  - Members who hold shares in physical form are requested to register their e-mail ID with [info@yogilt.com](mailto:info@yogilt.com) quoting your name and folio number
- XVI.** M/s. Nishant Bajaj & Associates, Practicing Company Secretary (COP No.: 21538), has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XVII.** The Scrutinizer shall after the conclusion of voting at the EGM, 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 forty-eight hours of the conclusion of the EGM, 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.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.yogilt.com](http://www.yogilt.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

**The remote e-voting period begins on Sunday, 20<sup>th</sup> October, 2024 at 09:00 A.M. and ends on Wednesday, 23<sup>rd</sup> October, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 17<sup>th</sup> October, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 17<sup>th</sup> October, 2024.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**





**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.





Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;">   </div> </div>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.****How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nishantbajajcs@gmail.com](mailto:nishantbajajcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)





**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@yogiltd.com](mailto:info@yogiltd.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [info@yogiltd.com](mailto:info@yogiltd.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who need assistance before or during the meeting, can contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) +91 22 48867000 or contact Amit Vishal, Deputy Vice President – NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Sanjeev Yadav, Assistant Manager-NSDL at [sanjeevy@nsdl.com](mailto:sanjeevy@nsdl.com)
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at [info@yogild.com](mailto:info@yogild.com) from Friday, 18<sup>th</sup> October, 2024 (9:00 a.m. IST) to Sunday, 20<sup>th</sup> October, 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.



**In conformity with the Provisions of Section 102(1) of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating to the item of Special Business of the Notice and the same should be taken as forming part of the notice.**

**Item No.1 & 2:**

The Current Authorised Share Capital of your Company is of Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.

With the growing expansion of the Company's business, it is desirable to bring the Authorized Share Capital of the Company in proper correlation with the magnitude of the Company's resources and size of its undertaking.

It is therefore considered advisable to increase the Authorized Share Capital to Rs. 45,00,00,000 (Rupees Forty Five Crores Only) divided into 4,50,00,000 (Four Crore fifty lakhs) Equity Shares of Re.10/- (Rupees Ten) each.

Thus, the Authorized Share Capital of the Company would be Rs. 45,00,00,000 (Rupees Forty five Crores Only) divided into 4,50,00,000 (Four Crores fifty lakhs) Equity Shares of Re.10/- (Rupees Ten) each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

The proposed increase in the Authorized Share Capital will require subsequent alteration in Clause V of Memorandum of Association of the Company pursuant to the provisions of Section 13 of the Companies Act, 2013.

Therefore, the consent of the Members of the Company is being sought under the applicable provisions of the Companies Act, 2013.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their shareholding.

**Item No.3:**

As per Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended and the rules made thereunder (the "Act") and other applicable provisions, if any, and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, approval of the Members of the Company by way of special resolution is required for issue & allotment of Convertible Warrants on preferential basis to proposed allottee(s) belonging to promoter and non-promoter group.

The Company is in the process of improving market share and enhancing shareholders' value, implementation of these would require infusion of additional funds in the Company. Further to strengthen the financial position, to meet working capital requirements & to augment the financial resources of the Company the management has proposed the preferential issue of convertible warrants. The Company has accordingly proposed the preferential issue of its securities and as a reflection of the confidence that the promoters have in the future of the Company, the proposed allottee(s) belonging to promoter and non-promoter group have agreed to subscribe to and infuse further capital to strengthen its financial position and net worth.

To meet the funding requirements, the Company proposes to issue 1,50,00,000 Convertible Warrants on a preferential basis Convertible into equivalent number of equity shares of the Company of Face value of Rs. 10/- each (hereinafter referred to as "Warrants") at anytime within a period of 18 months from the date of allotment at an exercise price of Rs. 32/- (including a premium of Rs. 22/-) per equity share ("Exercise Price" aggregating to Rs. 48,00,00,000/-



(Rs. Forty Eight Crores Only) or such adjusted numbers for any bonus, stock splits or consolidation, reduction or other reorganization of the capital structure of the company) the proposed allottee(s) belonging to promoter's and non-promoter group of the Company, as detailed hereunder, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion;

The convertible price of the Warrants is not lower than the price computed in accordance with Regulation 165 and Regulation 166A of the Securities and Exchange Board of India (Issuance of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").





Necessary information or details as required in respect of the proposed issue of Convertible Warrants in terms of applicable provisions of the Act read with related Rules thereto and SEBI (ICDR) Regulations are as under:

**a) The Object of the preferential issue of Warrants Convertible:**

The Company is in the process of improving market share and enhancing shareholders' value, implementation of these would require infusion of additional funds in the Company. Further to strengthen the financial position, to meet working capital requirements & to augment the financial resources of the Company the management has proposed the preferential issue of convertible warrants.

**b) Maximum Number of securities to be issued:**

The Company proposes to issue, offer and allot upto 1,50,00,000 Convertible warrants of face value of Rs. 10/- each at a price of Rs. 32/- including a premium of Rs. 22/- per Warrant aggregating to Rs. 48,00,00,000/- (Rs. Forty Eight Crores Only)/-

**c) The intent of the promoters, directors or key management personnel or senior management of the issuer to subscribe to the offer:**

Mr. Ghanshyambhai Nanjibhai Patel, Mr. Pareshbhai Nanjibhai Patel and Tirth Ghanshyam Patel intends to subscribe to the preferential issue.

Apart from above, none of the Directors or Key Managerial Personnel or Senior Management of the Company intends to subscribe to any shares pursuant to this Preferential Issue.

**d) The price or price band at/within which the allotment is proposed:** The proposed issue will be made at Rs. 32/- inclusive of face value of Rs. 10/- each and a Premium of Rs. 22/- per Warrant aggregating to Rs. 48,00,00,000/- (Rs. Forty Eight Crores Only) to proposed allottee(s).

**e) Pricing of preferential issue:**

The equity shares of Company are listed on the BSE Limited (BSE) where the shares of the Company are infrequently traded in accordance with SEBI (ICDR) Regulations, 2018.

The price of the share has been determined based on the valuation made by independent valuer Mr. Saket Kumar Jain, Registered Valuer (Reg. No. IBBI/RV/02/2020/13002) as per regulation 165, as shares of the company being infrequently traded on BSE Limited & 166A of SEBI (ICDR) Regulations 2018, as there is an allotment of more than five percent of the post issue fully diluted share capital of the issuer to proposed allottees.

The Value derived through valuation report is Rs. 31.99/- (Rupees Thirty one and Ninety Nine paise Only) and the board approved price for issue of each Equity shares is Rs. 32/- (Rupees Thirty Two Only) which is more than the price derived through Valuation Report.

The copy of the Valuation report shall be available for inspection by the members on all working days between Monday to Friday upto the date of Extra Ordinary General Meeting and the same may be accessed on the Company's website [www.yogiltd.com](http://www.yogiltd.com).

**Justification for pricing of preferential issue**

The Total Number of Equity Shares traded during the 240 trading days preceding the relevant date is less than the 10% of total shares capital of the company. Hence the price is determined in compliance with Regulation 165 read with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 (hereinafter referred as 'SEBI (ICDR), Regulation, 2018') for Preferential Issues taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares.



**As per Regulation 166A (1) of the SEBI (ICDR) Regulations**, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

The Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than the determined under SEBI (ICDR) Regulations. However as proposed allotment is more than five percent of the post issue fully diluted Equity Share Capital of the Company, to the allottees the pricing of the Equity Shares shall be the higher of the following parameters

- I. Price determined as per provisions of the Regulation 164(1) of the SEBI (ICDR) Regulations (frequently traded shares): The shares of the Company are not frequently traded shares, hence Regulation 164(1) of SEBI (ICDR) Regulations is Not Applicable.

Price determined as per provisions of the Regulation 166A (1) of the SEBI (ICDR) Regulations: In terms of Regulation 166A(1) of the SEBI (ICDR) Regulations, the Company has taken Valuation Report dated 25th September, 2024 from Saket Kumar Jain, Registered Valuer(Reg. No. IBBI/RV/02/2020/13002), arriving at Rs. 31.99/- and the copy of the same has been hosted on the website of the Company which can be accessed at [www.yogiltd.com](http://www.yogiltd.com).

The issue price for this Preferential Issue is Rs. 32/- per equity share (Face Value Rs. 10/- each including Premium of Rs. 22/- each). Since the Shares of the Company are not frequently traded shares; price determination in accordance with Regulation 164(1) of SEBI (ICDR) Regulations is not applicable and price determined by Registered Valuer is considered as per Regulation 166A(1) and 165 of SEBI (ICDR) Regulations.

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Convertible Warrants and therefore there is no requirement of a reasoned recommendation from a committee of independent directors of the issuer.

- f) **Name and address of valuer who performed valuation:**

The Valuation was performed by Mr. Saket Kumar Jain, a Registered Valuer (Reg. No. IBBI/RV/02/2020/13002) having his office at 303, B wing, Satellite Tower, Film City Road, Goregaon East, Mumbai 400063.

- g) **Particulars of the offer/ Material terms of raising such securities including date of passing of Board resolution:**

The Board of Directors (“**Board**”) of the Company at its meeting held on 25<sup>th</sup> September, 2024 has approved the issuance of 1,50,00,000 Convertible Warrants of Rs. 10/- each, on a preferential basis (“**Preferential Issue**”), to the Proposed Allottee(s) at an issue price of Rs. 32/- (Rupees Thirty Two only) per equity share including securities premium of Rs. 22/- (Rupees Twenty Two only) per equity share, being the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board, in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

- h) **Relevant date with reference to which the price has been arrived at:** The “**Relevant Date**” as per the ICDR Regulations for determining the minimum price for the preferential issue of Convertible Warrants is 24<sup>th</sup> September, 2024 (“**Relevant Date**”) which is 30 days prior to the date of Extra-Ordinary General Meeting (EGM) i.e. Thursday, 24<sup>th</sup> October, 2024.

i) **The class or classes of persons to whom allotment is proposed to be made:**

Name of the Proposed Allottee(s)	Address	Class or classes of person(s)	Number of Convertible Warrants to be allotted
Ghanshyambhai Nanjibhai Patel	C-3503/3504, 35 <sup>th</sup> Flr, C Wing, Orbit Heights, Javji Dadaji Marm, Nana Chowk, Grant Road, Mumbai - 400007	Promoter Group	29,80,000
Pareshbhai Nanjibhai Patel	40, Happy Home Society Yogi Smurti, Jay Sawant Road, Plot No. 40 Dahisar ( West), Mumbai - 400068	Promoter Group	29,80,000
Tirth Ghanshyam Patel	C-3503/3504, 35 <sup>th</sup> Flr, C Wing, Orbit Heights, Javji Dadaji Marm, Nana Chowk, Grant Road West, Mumbai - 400007	Promoter Group	45,40,000
Jituraj Finserve Private Limited <i>(Formerly Known as Galary Trading Private Limited)</i>	325, Floor 2 Mezz, Amrut Diamond House, Tata Road No 1, Roxy Cinema Opera House, Girgaon, Mumbai 400004	Non Promoter	45,00,000
<b>Total</b>			<b>1,50,00,000</b>

j) **The proposed time frame within which the allotment shall be completed:**

The Warrants are proposed to be allotted within 15 days of the passing of the Special Resolution in the Extra Ordinary General Meeting. Provided that where the allotment is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

k) **The names of the proposed allottee(s) and the percentage of post preferential offer warrants that may be held by them:**

Proposed Allottee(s)	Prior holding		New Convertible warrants to be allotted	Post holding (assuming all the warrants are converted)	
	No. of Shares held	% of shareholding		No. of Shares held	% of shareholding
Ghanshyambhai Nanjibhai Patel	80,20,000	26.73	29,80,000	1,10,00,000	24.44%
Pareshbhai Nanjibhai Patel	80,20,000	26.73	29,80,000	1,10,00,000	24.44%
Tirth Ghanshyam Patel	16,66,081	5.55	45,40,000	62,06,081	13.79%
Jituraj Finserve Private Limited <i>(Formerly Known as Galary Trading Private Limited)</i>	-	-	45,00,000	45,00,000	10.00%



- l) **The change in control, if any, in the Company that would occur consequent to preferential offer:** There shall be no change in the management or control over the Company, pursuant to the above mentioned preferential allotment. However, voting rights will change in the shareholding pattern consequent to conversion of Convertible Warrants into Equity Shares.
- m) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The details of Securities allotted on preferential basis during the year are as follows:

Sr. No.	Type of Securities	Date of Allotment	No. of Securities	No. of Allotees	Price at which allotment of securities were made
1	Allotment of Third tranche of Equity Shares on conversion of 80,97,291 Convertible Warrants	10/09/2024	80,97,291	7	Rs. 28/- per share

- n) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.**

Sr. No.	Name of the Proposed Allottee	Identity of the Natural person who is the ultimate Beneficial owner proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares
1	Ghanshyambhai Nanjibhai Patel	N.A. being natural person
2	Pareshbhai Nanjibhai Patel	N.A. being natural person
3	Tirth Ghanshyam Patel	N.A. being natural person
4	Jituraj Finserve Private Limited (Formerly Known as Galary Trading Private Limited)	Mr. Jitendra Kumar Ranka Mrs. Manjulata Ranka Mr. Maulik Ranka Mr. Manan Ranka

- o) **The percentage of post preferential issue capital that may be held by the allottee(s) and change in control if any, in the issuer consequent to the preferential issue**

Proposed Allottee(s)	Prior holding		New Convertible warrants to be allotted	Post holding (assuming all the warrants are converted)	
	No. of Shares held	% of shareholding		No. of Shares held	% of shareholding
Ghanshyambhai Nanjibhai Patel	80,20,000	26.73	29,80,000	1,10,00,000	24.44%
Pareshbhai Nanjibhai Patel	80,20,000	26.73	29,80,000	1,10,00,000	24.44%
Tirth Ghanshyam Patel	16,66,081	5.55	45,40,000	62,06,081	13.79%





Proposed Allottee(s)	Prior holding		New Convertible warrants to be allotted	Post holding (assuming all the warrants are converted)	
	No. of Shares held	% of shareholding		No. of Shares held	% of shareholding
Jituraj Finserve Private Limited <i>(Formerly Known as Galary Trading Private Limited)</i>	-	-	45,00,000	45,00,000	10.00%

There shall be no change in the management or control over the Company, pursuant to the above mentioned preferential allotment. However, voting rights will change in the shareholding pattern consequent to conversion of Convertible Warrants into Equity Shares.

- p) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable.
- q) **Lock in period:**

The proposed allotment of the Convertible warrants, shall be subject to a lock-in as per the requirements of ICDR Regulations.

- i) The convertible warrants allotted on a preferential basis to the promoters or promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on a preferential basis to the promoters or the promoter group, shall be locked-in for a period of 18 months from the date of trading approval granted for the specified securities or equity shares allotted pursuant to exercise of the option attached to warrant;
- ii) The convertible warrants allotted on a preferential basis to persons other than the promoters and promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis to such persons shall be locked-in for a period of 6 months from the date of trading approval;
- iii) The entire pre-preferential allotment shareholding, if any, of the proposed allottee(s) shall be locked in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per Regulation 167(6) of the ICDR Regulations, 2018.



## r) The shareholding pattern of the Company before and after the preferential issue:

**Equity Share Capital**

No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of Share-holding	No. of Shares held	% of Share-holding
<b>A</b>	<b>Promoters holding:</b>				
<b>A1</b>	Indian:				
<b>1.</b>	Individuals/HUF	1,77,06,081	59.02	2,82,06,081	62.68
<b>2.</b>	Bodies Corporate	-	-	-	-
<b>3.</b>	Financial Institutions/ Banks	-	-	-	-
<b>4.</b>	Trust	-	-	-	-
<b>5.</b>	Others	-	-	-	-
	<b>Sub-Total (A1)</b>	<b>1,77,06,081</b>	<b>59.02</b>	<b>2,82,06,081</b>	<b>62.68</b>
<b>A2</b>	Foreign Promoters	-	-	-	-
	<b>Sub-Total (A2)</b>	-	-	-	-
	<b>TOTAL A (A1+A2)</b>	<b>1,77,06,081</b>	<b>59.02</b>	<b>2,82,06,081</b>	<b>62.68</b>
<b>B</b>	<b>Non-Promoters holding:</b>				
<b>B1.</b>	<b>Institutions</b>				
	Financial Institutions/ Banks	-	-	-	-
	<b>Sub-Total (B1)</b>	-	-	-	-
<b>B2.</b>	<b>Non-Institution:</b>				
	Bodies Corporate	28,36,594	9.46	73,36,594	16.30
	Individuals	72,31,269	24.10	72,31,269	16.07
	Clearing Members	2,457	0.01	2,457	0.00
	HUF	12,40,000	4.13	12,40,000	2.75
	NRI's	74,975	0.25	74,975	0.16
	Others	9,08,624	3.03	9,08,624	2.01
	<b>Sub-Total (B2)</b>	<b>1,22,93,919</b>	<b>40.98</b>	<b>1,67,93,919</b>	<b>37.32</b>
	<b>TOTAL B (B1+B2)</b>	<b>1,22,93,919</b>	<b>40.98</b>	<b>1,67,93,919</b>	<b>37.32</b>
	<b>GRAND TOTAL (A+B)</b>	<b>3,00,00,000</b>	<b>100</b>	<b>4,50,00,000</b>	<b>100</b>

\*The shareholding specified is as on 13th September, 2024

## s) The Current and Proposed Status of the Allottee(s) post the preferential issue;

Name of the Proposed Allottee(s)	Current Status of the allottee(s)	Proposed Status of the allottee(s)
Mr. Ghanshyambhai Nanjibhai Patel	Promoter Group	Promoter Group
Mr. Pareshbhai Nanjibhai Patel	Promoter Group	Promoter Group
Mr. Tirth Ghanshyam Patel	Promoter Group	Promoter Group
Jituraj Finserve Private Limited (Formerly Known as Galary Trading Private Limited)	-	Non Promoter

**t) Listing:**

The Company will make an application to BSE Limited at which the existing shares are already listed, for listing of the equity shares being issued on conversion of Convertible Warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

**u) Practicing Company Secretary Certificate**

The Certificate being issued by M/s. Nishant Bajaj & Associates., Practicing Company Secretary, (having Membership No: 12990 and COP No: 21538) certifying that the issue of Convertible Warrants is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company at [www.yogiltd.com](http://www.yogiltd.com).

**v) Other Disclosures/Undertaking:**

1. Neither the Company, nor any of its Directors and / or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations read with Schedule VI are not applicable..
2. Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
3. The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
4. The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
5. Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

Except for Mr. Ghanshyambhai Nanjibhai Patel (Managing Director) and Pareshbhai Nanjibhai Patel (Whole-Time Director of the Company, none of the Directors / Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

**Registered Office:**

B/404, The Capital, G-Block, Bandra Kurla Complex  
Behind ICICI Bank, Bandra (East), Mumbai - 400051

**CIN No: L70100MH1992PLC069958**

Tel No. : 022- 49428888

e-mail : [info@yogiltd.com](mailto:info@yogiltd.com)

Website : [www.yogiltd.com](http://www.yogiltd.com)

Date : **28th September, 2024**

Place : **Mumbai**

By Order of the Board of Director  
**For Yogi Limited**

Sd/-

**Avinash Sharma**

Company Secretary & Compliance Officer