



# YOGI LIMITED

Created. Crafted. Perfected.  
(Formerly Known as Parsharti Investment Ltd.)

B/404, The Capital, G-Block, Bandra Kurla Complex, Behind ICICI Bank, Bandra (East), Mumbai - 400 051.

**BSE Limited** Tel.: 022-49428888 | E-mail: info@yogiltd.com | CIN : L93000MH1992PLC069958

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Sub.: Intimation of Book Closure.**

**Scrip code: 511702**

Dear Sir/Ma'am,



With reference to the above mentioned subject, Company hereby informs that:

As per provisions of the Regulation 42 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Register of Members and Share Transfer Register will remain closed from Friday, 23rd September, 2022 upto Friday, 30th September, 2022 (both days inclusive) for the purpose of 30<sup>th</sup> Annual General Meeting of the Company.

Kindly take the same on your records.

Thanking you,

**For Yogi Limited**

*Riddhi Dilip Sidhpura*  
  


**Riddhi Dilip Sidhpura**

**Company Secretary**

**Date: 06<sup>th</sup> September, 2022**

**Place: Mumbai**



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**30<sup>TH</sup> ANNUAL REPORT**

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**2021-2022**

## **Chairman Message**

Dear Valued Shareholders,

On behalf of the Board of Directors, I present you the 30<sup>th</sup> Annual Report Yogi Limited (*Formerly Known as Parsharti Investment Limited*). Recently, we have acquired the company and changed the entire management.

Our Endeavour is to become the most trusted & leading construction company in the global market. To become the customers' most preferred choice by attaining excellence in quality and timely completed value added projects.

With huge sector, comes huge responsibilities & being a part of this sector we are well aware of that.

Our vision is not only to give our customers a complete living experience from beginning to end with quality products, clear transactions and secure constructions but also on the larger issues like impact on environment, social responsibilities of the industry etc. We are continuously improving ourselves by adapting better techniques, eco-friendly methods, proper training of the staff, raising good social & economical stands through responsible associations, thus making a better constructed India for tomorrow.

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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Ghanshyambhai Nanjibhai Patel	Managing Director
Mr. Pareshbhai Nanjibhai Patel	Whole-time Director
Mr. Rameshwar Dayal Goyal	Whole-time Director*
Mr. Jitendra K. Panchal	Whole-time Director & CFO*
Mrs. Kinjal Bhavin Gandhi	Non-Executive, Independent Director
Mr. Sachin Shivaji Wagh	Non-Executive, Independent Director
Mr. S Padmanabhan	Non-Executive, Independent Director*
Mr. D.K. Shah	Non-Executive, Independent Director*
Mrs. Priyanka Gupta	Non-Executive, Independent Director*
Mr. Parth Shashikantbhai Kakadiya	Non-Executive Director
Mr. Devendra Kumar Goyal	Non- Executive Director*

*\*Upto 10<sup>th</sup> February, 2022*

### **REGISTERED OFFICE**

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

### **BANKERS**

Bombay Mercantile Co-Operative Bank Ltd.

### **COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Riddhi Dilip Sidhpura;  
Mr. Mohd Shakeel Kayamkhani (Upto 10.02.2022)

### **SECRETARIAL AUDITOR**

Nishant Bajaj & Associates  
*Practicing Company Secretaries, Mumbai*

### **OTHER INFORMATION**

LISTED ON- BSE Limited  
WEBSITE- [www.yogiltd.com](http://www.yogiltd.com)  
ISIN- INE290E01011  
SCRIP CODE-511702

### **STATUTORY AUDITORS**

M/s. B.K.G. & Associates  
Chartered Accountants Mumbai

### **REGISTRAR & TRANSFER AGENT**

Link Intime India Private Limited  
C 101, 1st Floor, 247 Park, L.B.S Marg,  
Vikhroli – (West), Mumbai – 400083

### **CHIEF FINANCIAL OFFICER**

Mr. Mahesh Kumar Rajguru (w.e.f. 10.02.2022)

### **INTERNAL AUDITOR**

Mohan L Gupta & Associates  
*Chartered Accountant, Mumbai*

### **CORPORATE IDENTIFICATION NO.**

L70100MH1992PLC069958

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT 30<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF YOGI LIMITED (FORMERLY KNOWN AS PARSHARTI INVESTMENT LIMITED) WILL BE HELD ON FRIDAY, 30<sup>TH</sup> SEPTEMBER 2022 AT 3:00 P.M. AT ORIENT CLUB, 9 CHOWPATTY SEA FACE, MUMBAI - 400007 TO TRANSACT THE FOLLOWING BUSINESS:**

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**Ordinary Business**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022, the Reports of the Board of Directors & Auditors thereon;
2. To appoint a director in place of Mr. Parth Shashikantbhai Kakadiya (DIN: 09545820), who retires by rotation and being eligible, seeks re-appointment;
3. To appoint Statutory Auditors and to fix their remuneration and in this regard, 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 139,142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. B.K.G & Associates, Chartered Accountants, Mumbai (Firm Registration No.:114852W) be and are hereby appointed as Statutory Auditors of the Company, for a term of 5 years, to hold the office from the conclusion of this Annual General Meeting till the conclusion of 35<sup>th</sup> Annual General Meeting to be held in the FY 2027-28 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**RESOLVED FURTHER THAT** Mr. Ghanshyambhai Nanjibhai Patel, Managing Director or Mr. Pareshbhai Nanjibhai Patel, Whole Time Director or Ms. Riddhi Dilip Sidhpura, Company Secretary and Compliance Officer, be and are hereby authorized to sign and/or 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”.”

**By Order the Board of Directors,**

**Date: 30<sup>th</sup> August, 2022**

**Place: Mumbai**

**Riddhi Dilip Sidhpura  
Company Secretary & Compliance officer**

*Registered Office:*

**Yogi Limited**

*(Formerly known as Parsharti Investment Limited)*

CIN: L70100MH1992PLC069958

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

Tel. No. 022-49428888 / 9930268888,

Email address: [info@yogiltd.com](mailto:info@yogiltd.com)

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

**NOTES TO NOTICE**

- 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 28<sup>th</sup> September 2022, 3:00 p.m. IST). A Proxy form MGT-11 is sent herewith.
- II. Corporate members intending to send their authorised 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 in respect of item 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 Link In Time India Private Limited.
- V. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 23<sup>rd</sup> September, 2022 to Friday, 30<sup>th</sup> September, 2022 (both days inclusive) for annual closing for the financial year 2021-22
- VI. 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.
- VII. 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 21<sup>st</sup> September 2022.
- VIII. 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.
- IX. 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.
- X. 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.
- XI. As a measure of economy, Members are requested to bring their copy of Notice of Annual General Meeting (AGM) 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.**

- XII. The Notice of Annual 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)
- XIII. 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.
- XIV. Electronic copy of the Notice of the AGM 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. For the members who have not registered their email address, physical copies of the notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance slip and proxy form is being sent in the permitted mode.
- XV. 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 loss of documents and bad deliveries, members are advised to dematerialize shares held by them in physical form.
- XVI. 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:
- a. In respect of electronic holdings with the Depository through their concerned Depository Participants.
  - b. Members who hold shares in physical form are requested to register their e-mail ID with [info@yogiltd.com](mailto:info@yogiltd.com) quoting your name and folio number

**XVII. Procedure for voting through electronic means:**

In compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members' facility to exercise their right to vote at AGM by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

The instructions for shareholders voting electronically are as under:

For Members, whose e-mail addresses are registered with the Company/ Depositories:

The instructions for members for voting electronically are as under:

- i. The voting period begins on Tuesday, 27<sup>th</sup> September, 2022 at 9:00 a.m. and ends on Thursday, 29<sup>th</sup> September 2022 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23<sup>rd</sup> September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure



Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below

Type of share holders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. 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> </ol>

Individual Shareholders  
holding securities in  
demat mode with NSDL  
Depository

4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nSDL.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
2. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
3. 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. 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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. CDSL and NSDL Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

1. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
2. Click on “Shareholders” module
3. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

6. If you are a first time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN

Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details  
OR Date of Birth (DOB)

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

- If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the Electronic Voting Sequence Number (EVSN) of Yogi Limited on which you choose to vote.
11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

15. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

16. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
17. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, non-individual Members are required to send the relevant Board resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the scrutinizer and to the Company at the email address viz; [info@yogiltd.com](mailto:info@yogiltd.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800 22 5533.

All grievances connected with the e-voting facility may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800 22 5533 / 022-2305 8542.

1. 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.
2. 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.
3. The Scrutinizer shall after the conclusion of voting at the AGM, 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 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.
4. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.yogiltd.com](http://www.yogiltd.com) and on the website of CDSL 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.

## **EXPLANATORY STATEMENT**

**The following Explanatory Statement sets out all the material facts relating to the item No. 3 of the accompanying Notice dated 30<sup>th</sup> August, 2022.**

### **ITEM NO. 3**

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), however, the same is strictly not required as per Section 102 of the Act.

**M/s. B.K.G & Associates**, Chartered accountants (Firm Registration No.:114852W) were appointed as statutory auditors of the company at the 25<sup>th</sup> AGM held on 20<sup>th</sup> July, 2017, for a first term of five years commencing from the conclusion of 25<sup>th</sup> AGM till the conclusion of the 30<sup>th</sup> AGM.

M/s. B.K.G & Associates have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 (‘the Act’) and the rules made thereunder. M/s. B.K.G & Associates, have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company according to the Code of Ethics issued by the Institute of Chartered Accountants of India (‘ICAI’) and the ethical requirements relevant to audit. Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. B.K.G & Associates, Chartered Accountants, having Firm Registration No.:114852W, as the Statutory Auditors of the Company for the second and final term of five consecutive years, who shall hold office from the conclusion of this 30<sup>th</sup> AGM till the conclusion of the 35<sup>th</sup> AGM of the Company at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

**By Order the Board of Directors,**

**Date: 30<sup>th</sup> August, 2022**

**Place: Mumbai**

**Riddhi Dilip Sidhpura  
Company Secretary & Compliance officer**

*Registered Office:*

**Yogi Limited**

*(Formerly known as Parsharti Investment Limited)*

CIN: L70100MH1992PLC069958

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

Tel. No. 022-49428888 / 9930268888,

Email address: [info@yogiltd.com](mailto:info@yogiltd.com)

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

**Pursuant to Regulation 36 of SEBI Listing Regulations,  
the following details are mentioned below for the information of Members**

Proposed audit fee payable to auditors	The fees proposed to be paid to M/s. B.K.G & Associates, towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursements) for financial year 2022-23 shall be Rs. 75000/- p.a.
Terms of re-appointment	The term of re-appointment of M/s. B.K.G & Associates, shall be for a period of five consecutive financial years i.e. upto FY 2026-27.
Material change in fee payable	For financial year 2021-22, the audit fees paid to M/s. B.K.G & Associates was Rs.65000/- (excluding applicable taxes and reimbursements).
Basis of recommendation and auditor Credentials	<p>The Audit Committee and the Board, based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Act recommends the re-appointment of M/s. B.K.G &amp; Associates as Statutory Auditors of the Company.</p> <p><b>Brief Profile of Statutory Auditors</b>  <b>M/s. B.K.G &amp; Associates</b>  M/s BKG &amp; Associates, Chartered Accountants is registered with Institute of Chartered Accountants of India (ICAI) having FRN 114852 W and office at Mumbai. Firm has a dedicated team of professionals capable of offering wide range of services across various disciplines. They serve multiple companies and have tremendous experience in the field of audit with the overall experience of 33 years. They are peer reviewed. It's has 5 partners out of which 3 are FCA</p>



**ANNEXURE TO THE NOTICE**

**Details of Mr. Parth Shashikantbhai Kakadiya Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]**

<b>Name of the Director</b>	<b>Mr. Parth Shashikantbhai Kakadiya</b>
DIN	09545820
Date of Birth	11/02/1992
Date of first appointment	30 <sup>th</sup> March, 2022
Nationality	Indian
Qualification	Graduate in commerce
Expertise in specific functional area	Mr. Parth Shashikantbhai Kakadiya is a dynamic 30 years' Young entrepreneur with more than 10 years of experience in the Diamond retail and designing business.
Name of other Companies in which he holds Directorship	Nil
Relationship with Directors and Key Managerial Personnel	Not related to-any Director(s)
No. of Shares held in the company (as on 31 <sup>st</sup> March, 2022)	-
Remuneration proposed to be paid	-
Remuneration last drawn (including sitting fees, if any) for financial year 2021-2022	-
Number of Board meetings attended during the financial year 2021-2022	-
Directorships held in other public companies (excluding Section 8, private and foreign companies) (as on 31 <sup>st</sup> March, 2022)	Nil
Chairmanship/ Membership of the Committees of the Board of the Directors (as on 31 <sup>st</sup> March, 2022)	Stakeholder Relationship Committee (Member) Audit Committee (Member) Nomination & Remuneration Committee (Member)
Terms and Conditions of Appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.



ROUTE MAP OF THE VENUE OF THE AGM



Prominent Landmark: Opposite Nana Nani park

**Form No. MGT – 11  
Proxy Form**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014)  
CIN: L70100MH1992PLC069958

Name of the Company: Yogi Limited

Registered Office: B/404, The Capital, G-Block, Bandra Kurla Complex, Behind ICICI Bank Bandra East  
Mumbai 400051.

Name of the Member (s): Registered address:

E-mail Id:

Folio No / Client Id:

DP ID:

I / We, being the member(s) of \_\_\_\_\_ Shares of the above mentioned company, hereby appoint

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-Mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her
2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-Mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her
3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-Mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 30<sup>th</sup> Annual General Meeting of the Company, to be held on 30<sup>th</sup> September, 2022 at 3:00 p.m. at The Orient Club, 9 Chowpatty Sea Face, Mumbai 400007 and at any adjournment thereof, in respect of following resolutions as indicated below:

Resolution No.	Subject of the Resolution	Voting	
		For	Against
1.	To receive, consider and adopt the financial statements for the financial year ended 31 <sup>st</sup> March, 2022 and the Reports of Board of Directors' & Auditors thereon.		
2.	To appoint a Director in place of Mr. Parth Shashikant Kakadiya, Non-Executive Director (DIN 09545820) to retires by rotation and being eligible, offers himself for re-appointment.		
3.	To re-appoint the Statutory Auditor of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2022

Signature of Shareholder

Signature of Proxy Holder (s)

Affix Revenue Stamp
---------------------------

**ATTENDANCE SLIP**

**CIN: L70100MH1992PLC069958**

Name of the Company: Yogi Limited

Registered Office: B/404 The Capital, G-Block, Bandra Kurla Complex, Behind ICICI Bank, Bandra East, Mumbai - 400051

Members attending the Meeting in person or by Proxy are requested to complete the Attendance slip and hand it over at the entrance of the meeting room.

I hereby record my presence at the 30<sup>th</sup> Annual General Meeting of the at The Orient Club, 9 Chowpatty Sea Face, Mumbai 4000071 Friday, 30<sup>th</sup> September, 2022

..... Full name of the Member (in block letters)

Signature

Folio No.: ..... DP ID No.:\* ..... Client ID No.:\* .....

\*Applicable for member holding shares in electronic form

..... Full name of the Proxy (in block letters)

Signature

## BOARD REPORT

Dear Members,

Your Directors hereby present the 30<sup>th</sup> Annual Report on the business and operations of **Yogi Limited** (*Formerly known as Parsharti Investment Limited*) together with the Audited Statements of Accounts for the financial year ended 31<sup>st</sup> March, 2022.

### 1. **CHANGE OF NAME OF THE COMPANY**

The name of the Company has changed from ‘Parsharti Investment Limited’ to ‘Yogi Limited’, pursuant to the fresh Certificate of Incorporation dated 16<sup>th</sup> June, 2022 issued by the Ministry of Corporate Affairs, Office of the Registrar of Companies, Mumbai.

### 2. **FINANCIAL HIGHLIGHTS:**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (“Ind AS”) notified under section 133 of the Companies Act, 2013 (“the Act”), read with rule 7 of The Companies (Accounts) Rules, 2014 (“Accounts Rules”).

The financial performance of the Company, for the Financial Year ended on 31<sup>st</sup> March, 2022 is summarized below:

(Amount in Lakhs)

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
Revenue From Operations	114.07	12.12
Other Income	1.65	0.70
Total Income from Operations	115.72	12.82
Profit before Interest, Depreciation and tax(EBIDTA)	13.82	5.87
Less: Depreciation	-	-
Taxation		
- Current Tax	0.15	0.92
- Previous Tax	(0.74)	0
- Deferred Tax Asset	7.64	0.35
- MAT Credit Entitlement	7.00	(0.92)
Profit After Tax	(0.23)	5.52
Other Comprehensive Income (net of tax)	(0.15)	0.77
<b>Total Comprehensive Income for the year</b>	<b>(0.37)</b>	<b>6.29</b>

### 3. **DIVIDEND**

Since the company has incurred loss during the year, the Board does not recommend declaration of any dividend for the FY 2021-22.

### 4. **PERFORMANCE REVIEW**

During the year under review, total income of the company has increased to Rs. 115.72 lakhs against Rs. 12.82 lakhs in the previous year. The company has incurred losses of Rs. 0.37 lakhs as against profit Rs. 6.29 lakhs in the previous year.

**5. TRANSFER TO RESERVE**

The Company has not transferred amount to reserves during the Financial Year 2021-22.

**6. DEPOSITS**

The Company has neither accepted nor renewed any deposits during the year within the meaning of Section 73(1) of the Companies Act, 2013, and the rules made thereunder.

**7. CHANGE IN NATURE OF BUSINESS**

During the year under review, there has been no change in business activities of the Company.

However, pursuant to change in management, there were change in name and main business activity of the company in Extra Ordinary general meeting of the company held on 10<sup>th</sup> June, 2022.

**8. DETAILS OF SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES**

The Company has no subsidiary, Joint Venture and Associate companies.

No company has become or ceased to be the Company's subsidiaries, joint ventures or associate companies during the year under review.

**9. COMPLIANCE OF SECRETARIAL STANDARDS**

The Company has complied with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

**10. SHARE CAPITAL**

The details of Share capital of the Company is as under:

Particulars	As at 31 <sup>st</sup> March, 2022		As at 31 <sup>st</sup> March, 2021	
	Number of Shares	(Rs.in Lakhs)	Number of Shares	(Rs in Lakhs)
<b>Authorised Capital:</b> Equity Shares of Rs 10/- each	50,00,000	500.00	50,00,000	500.00
<b>Issued, Subscribed &amp; Paid-Up Capital:</b> Equity Shares of Rs 10/- each	33,57,300	335.73	33,57,300	335.73

The Company has neither issued any shares with differential rights as to dividend, voting or otherwise nor issued any sweat equity shares during the year under review.

**11. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the applicable provisions of Section 152 of the Act and the Articles of Association of the Company Mr. Parth Shashikant Kakadiya, (DIN – 09545820), Director of the company retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for the re-appointment.

During the year under review there were change in management of the company –

Name of the Director	Designation	Date	Appointment/ Cessation
Mr. Ghanshyambhai Nanjibhai Patel	Additional Executive Director	10.02.2022	Appointment
Mr. Pareshbhai Nanjibhai Patel	Additional Executive Director	10.02.2022	Appointment

*Mrs. Kinjal Bhavin Gandhi	<i>Non-Executive, Independent Director</i>	10.02.2022	Appointment
*Mr. Sachin Shivaji Wagh	<i>Non-Executive, Independent Director</i>	10.02.2022	Appointment
**Mr. Parth Shashikantbhai Kakadiya	<i>Non-Executive Director</i>	30.03.2022	Appointment
Mr. Rameshwar Dayal Goyal	Whole-time Director	10.02.2022	Cessation
Mr. Jitendra K. Panchal	Whole-time Director & CFO	10.02.2022	Cessation
Mr. S Padmanabhan	<i>Non-Executive, Independent Director</i>	10.02.2022	Cessation
Mr. D.K. Shah	<i>Non-Executive, Independent Director</i>	10.02.2022	Cessation
Mrs. Priyanka Gupta	<i>Non-Executive, Independent Director</i>	10.02.2022	Cessation
Mr. Devendra Kumar Goyal	<i>Non-Executive, Director</i>	10.02.2022	Cessation

\* Mr. Sachin Shivaji Wagh and Mrs. Kinjal Bhavin Gandhi were appointed as Non-Executive Independent Director for a period of 5 consecutive years commencing from 10<sup>th</sup> February, 2022 upto and inclusive 09<sup>th</sup> February, 2027 in the Extra Ordinary General Meeting held on 10<sup>th</sup> June, 2022.

\*\* Mr. Parth Shashikantbhai Kakadiya was appointed as an Additional Non-executive director on 30<sup>th</sup> March, 2022 and was regularize as Non-executive director in Extra Ordinary General meeting held on 10<sup>th</sup> June, 2022.

### **Key Managerial Personnel**

In terms of Section 203 of the Act, currently the Company has the following Key Managerial Personnel:

- ❖ Mr. Ghanshyambhai Nanjibhai Patel and Mr Pareshbhai Nanjibhai Patel were appointed as Managing Director and Whole-time Director of the company for a period of 5 years with effect from 25<sup>th</sup> April, 2022 till 24<sup>th</sup> April, 2027.
- ❖ Ms. Riddhi Dilip Sidhpura was appointed as Company Secretary and Compliance officer of the Company w.e.f. 30<sup>th</sup> March, 2022.
- ❖ Mr. Mahesh Kumar Rajguru was appointed as Chief Financial Officer of the Company w.e.f. 10<sup>th</sup> February, 2022.
- ❖ Mr. Mohd Shakeel Kayamkhani resigned as Company Secretary and Compliance officer of the Company on 10<sup>th</sup> February, 2022.

## **12. MATERIAL CHANGES AND COMMITMENTS**

Pursuant to share purchase agreement executed between Mr. Ghanshyambhai Nanjibhai Patel & Mr. Pareshbhai Nanjibhai Patel (New Promoters) and erstwhile promoter shareholders of the Company dated 17<sup>th</sup> December, 2021 ('SPA') Mr. Ghanshyambhai Nanjibhai Patel & Mr. Pareshbhai Nanjibhai Patel made a mandatory open offer in accordance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2018 ("Takeover Regulations") to the Public Shareholders of the Company for acquisition of upto 8,72,898 fully paid-up equity shares of face value of Rs. 10/- each representing 26% of Voting Share Capital of the Company at a price of Rs. 7/- per fully paid equity share. The tendering period for the Public shareholders under the Open Offer was open from 10<sup>th</sup> February, 2022 to 23<sup>rd</sup> February, 2022. The Open Offer was completed by submission of Post Offer Report by Capital Square

Advisors Private Limited, Merchant Banker thereby confirming status of completion of various Open Offer requirements.

Further, there are no other material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company i.e. 31st March, 2022 to which these financial statements relate and date of this report.

**13. DECLARATION BY AN INDEPENDENT DIRECTOR(S)**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**14. ANNUAL EVALUATION OF BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS**

The annual evaluation process of the Board of Directors, individual Directors and Committees was conducted in accordance with the provision of the Act and the SEBI Listing Regulations.

The Board evaluated its performance after seeking inputs from all the directors on the basis of criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are as provided in the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

The evaluation was done in accordance with the framework and criteria laid down by the NRC. Further, at a separate meeting, the Independent Directors evaluated performance of Non-Independent Directors, Board as a whole and of the Chairman of the Board.

**15. AUDITORS:**

**i) Statutory Auditors and Audit Report**

M/s. B.K.G & Associates, Chartered Accountants (Firm Registration No.114852W), were appointed as the Statutory Auditors of the Company for a period of 5 (five) consecutive years from the conclusion of 25<sup>th</sup> AGM till the conclusion of 30<sup>th</sup> AGM. Their term shall expire after the ensuing AGM.

The Audit Committee and the Board at their respective meetings, both held on 30<sup>th</sup> August, 2022 recommended the re-appointment of M/s. B.K.G & Associates as the Statutory Auditors of the Company for a further period of 5 (five) consecutive years from the conclusion of 30<sup>th</sup> AGM till the conclusion of 35<sup>th</sup> AGM in year 2026-27, with an authority to the Audit Committee and the Board to decide the remuneration payable to them. Re-appointment of M/s. B.K.G & Associates is subject to approval of members at the ensuing AGM. Necessary agenda item, resolution and statutory details are provided in the Notice of AGM.

M/s. B.K.G & Associates have furnished a declaration confirming their independence as well as their arm's length relationship with the Company and that they have not taken up any prohibited non-audit assignments for the Company.

The Board has duly reviewed the Statutory Auditor's Report and the observations and comments, appearing in the report, are self-explanatory and do not call for any further explanation / clarification by the Board as provided under section 134(3)(f) of the Act.



**ii) Cost Auditors:**

The Company is not required to keep cost records or appoint cost auditors.

**iii) Secretarial Auditors and Secretarial Audit Report:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Nishant Bajaj & Associates, Mumbai, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for Financial year ended 31<sup>st</sup> March, 2022. The Secretarial Audit Report is annexed as “Annexure A”.

Board has duly reviewed the Secretarial Auditors’ Report and the observations and comments, appearing in the report are self-explanatory and do not call for any further explanation/ clarification by the Board as provided under section 134(3)(f) of the Act.

**16. MANAGEMENT DISCUSSION & ANALYSIS REPORT**

The Management Discussion and Analysis of financial condition, including the results of operations of the Company for the year under review as required under Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a “Annexure B”.

**17. ANNUAL RETURN**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on 31<sup>st</sup> March, 2022, is available on the Company’s website [www.yogiltd.com](http://www.yogiltd.com)

**18. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:**

There are no loans, guarantees and investments made by the Company and hence no information pursuant to Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

**19. RELATED PARTY TRANSACTIONS**

All transactions entered with related parties for the period under review were on arm’s length basis and in the ordinary course of business and that the provisions of section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in Form AOC-2 is not required. Details of transaction with related parties during the year has been given in Financial Statement.

**20. BOARD MEETING**

During the year under review, the Board met Seven (7) times on 27<sup>th</sup> May 2021, 30<sup>th</sup> July 2021, 11<sup>th</sup> November 2021, 21<sup>st</sup> January 2022, 10<sup>th</sup> February 2022, 16<sup>th</sup> February 2022 and 30<sup>th</sup> March 2022 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. There have not been any instances during the year when recommendations of the Audit Committee were not accepted by the Board.

**21. SEPARATE MEETING OF INDEPENDENT DIRECTORS**

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Regulation 25 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of Independent Directors was held on 27<sup>th</sup> May 2021 and 30<sup>th</sup> March 2022 during the financial year 2021-2022, without the attendance of Non-Independent Directors and Members of the Management. The Independent Directors reviewed performance of Non-Independent Directors, Chairman of the Company and the performance of the Board as a whole. The Independent Directors also discussed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The feedback of the Meeting was shared with the Chairman of the Company.

## **22. DIRECTORS' RESPONSIBILITY STATEMENT**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2021-22.

Accordingly, pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that-

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit or loss of the Company for the year;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively

## **23. CORPORATE GOVERNANCE**

In view of the provisions of Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015, the provisions related to Corporate Governance as specified in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V are not applicable to the Company, hence the same is not given in the Report. However, the Company continues to adhere the best practices prevailing in Corporate Governance and follows the same in its true spirit.

## **24. LISTING ON STOCK EXCHANGE**

The Company shares are listed on the BSE Ltd and the Company has paid the listing fees for the Financial Year 2021-22. The shares of the Company are traded at The BSE Ltd having Nation wide terminals.

## **25. VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

In compliance with the provisions of Section 177 of the Act and the Listing Regulations, the Board of Directors of the Company has framed the "Whistle Blower Policy" as the vigil mechanism for Directors and the employees of the Company. Your directors hereby confirm that no complaint was received from any director or employee during the financial year under review.

**26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO ETC.**

The Board has nothing to report under this head as the Company is in the Financial, advisory and Consultant Sector. However, the company is taking adequate steps to see that the energy used by the company is the minimum under the given circumstance.

The Board has nothing to report under the head technology absorption.

During the year, the total foreign exchange used was NIL (previous year Nil) and the total foreign exchange earned was NIL (previous year Nil).

**27. INTERNAL FINANCIAL CONTROL SYSTEMS AND ADEQUACY**

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company. During the year, such control was tested and no reportable material weakness in the design or operation was observed.

**28. PARTICULARS OF EMPLOYEES AND MANAGERIAL REMUNERATION**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report and is marked as “Annexure C” to this Report.

**29. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/bonus/right issues as at 31st March, 2022. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

**30. DISCLOSURES****AUDIT COMMITTEE**

The Audit Committee comprises of Four Directors viz. Mrs. Kinjal Bhavin Gandhi, Mr. Sachin Shivaji Wagh, Mr. Ghanshyambhai Nanjibhai Patel and Mr. Parth Shashikantbhai Kakadiya. The constitution of the Audit Committee meets the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations, 2015.

The Terms of Reference, Composition and Meetings and Attendance is as below:

**i. Terms of Reference/ Policy:**

The terms of reference of the Audit Committee are in conformity with Section 177 of the Act and Regulation 18 of the Listing Regulations, 2015. The brief terms of reference inter alia are as follows

- Oversight of Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommend to the Board, the appointment, reappointment, remuneration and terms of appointment of auditors of the Company and, if required, their replacement or removal.
- Approve payment to statutory auditors for any other services rendered by them.
- Review, with the management, the quarterly and annual financial statements and auditors report thereon before submission to the Board for approval.

- Approve appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
- Review and monitor the auditor’s independence, performance and effectiveness of audit process.
- Review the adequacy of internal audit function, including the structure of the internal audit department, if any, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit, etc.

**ii. Meetings and Attendance:**

During the Financial Year 2021-22, 5 (Five) Meetings were held on 27<sup>th</sup> May 2021, 30<sup>th</sup> July 2021, 11<sup>th</sup> November 2021, 21<sup>st</sup> January 2022 and 10<sup>th</sup> February 2022.

Sr No.	Particulars	Designation	Category	No. of Meeting attended
1	*Mrs. Kinjal Bhavin Gandhi	Chairman	Non-Executive Independent Director	-
2	*Mr. Sachin Shivaji Wagh	Member	Non-Executive Independent Director	-
3	*Mr. Ghanshyambhai Nanjibhai Patel	Member	Managing Director	-
4	**Mr. Parth Shashikantbhai Kakadiya	Member	Non-Executive Director	-
5	***Mr. S Padmanabhan	Chairman	Non-Executive Independent Director	5
6	***Mr. D K Shah	Member	Non-Executive Independent Director	5
7	***Mr. Rameshwar Dayal Goyal	Member	Whole-time Director	5

\* Appointed in committee w.e.f. 10<sup>th</sup> February, 2022;

\*\* Appointed as member w.e.f. 30<sup>th</sup> March, 2022;

\*\*\* Upto 10<sup>th</sup> February, 2022

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee comprises of three Non- Executive Directors, viz. Mrs. Kinjal Bhavin Gandhi, Mr. Sachin Shivaji Wagh and Mr. Parth Shashikantbhai Kakadiya. The constitution of the Committee meets the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations, 2015.

**i. Terms of Reference/Policy:**

The terms of reference of the Nomination and Remuneration Committee are in conformity with Section 178 of the Act and Regulation 19 of the Listing Regulations, 2015. The terms of reference are as follows:

- The Company has framed a policy as per Section 178 of the Companies Act, 2013 for selection and appointment of Directors, Senior Management and their remuneration same is posted on the website of the company.
- Determine the compensation package of the Executive Directors, Secretary and other senior management personnel.

- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- Formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Devise a policy on diversity of Board of Directors.
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal.
- Decide on whether to extend or continue the term of appointment of the Independent Directors, on the basis of the performance evaluation report of Independent Directors.

**ii. Meetings and Attendance:**

During the Financial Year 2021-22, 3 (Three) Meetings were held on 27<sup>th</sup> May 2021, 10<sup>th</sup> February 2022 and 30<sup>th</sup> March 2022.

Sr No.	Particulars	Designation	Category	No. of Meeting attended
1	*Mrs. Kinjal Bhavin Gandhi	Chairman	Non-Executive Independent Director	1
2	*Mr. Sachin Shivaji Wagh	Member	Non-Executive Independent Director	1
3	**Mr. Parth Shashikantbhai Kakadiya	Member	Non-Executive Director	-
4	***Mr. S Padmanabhan	Chairman	Non-Executive Independent Director	2
5	*** Mr. D.K. Shah	Member	Non-Executive Independent Director	2
6	*** Mrs. Priyanka Gupta	Member	Non-Executive Independent Director	2

\* Appointed in committee w.e.f. 10<sup>th</sup> February, 2022;

\*\* Appointed as member w.e.f. 30<sup>th</sup> March, 2022;

\*\*\* Upto 10<sup>th</sup> February, 2022

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders' Relationship Committee comprises of Four Directors viz Mrs. Kinjal Bhavin Gandhi, Mr. Sachin Shivaji Wagh, Mr. Ghanshyambhai Nanjibhai Patel and Mr. Parth Shashikantbhai Kakadiya. Ms. Riddhi Dilip Sidhpura, Company Secretary is designated as the Compliance Officer of the Company. The constitution of the Stakeholders' Relationship Committee meets the requirements of Section 178 of the Act and Regulation 20 of the Listing Regulations, 2015.

**i. TERMS OF REFERENCE**

The Committee inter alia oversees the redressal of Member and investor complaints / requests for transmission of shares, sub-division and consolidation of share certificates, issue of duplicate share

certificates, requests for dematerialization and rematerialization of shares, non-receipt of declared dividend and non-receipt of Annual Report. It also recommends measures for improvement in investor services. The Committee also keeps a close watch on the performance of Link Intime India Private Limited, the Registrar & Share Transfer Agents (RTA) of the Company. The Committee also reviews various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports / statutory notices by the Members of the Company. The Committee meets as often as is necessary for resolution of important matters within its mandate.

**ii. Meetings and Attendance:**

During the Financial Year 2021-22, 4 (Four) Meetings were held on 27<sup>th</sup> May 2021, 30<sup>th</sup> July 2021, 11<sup>th</sup> November 2021 and 10<sup>th</sup> February 2022.

Sr No.	Particulars	Designation	Category	No. of Meeting attended
1	*Mrs. Kinjal Bhavin Gandhi	Chairman	Non-Executive Independent Director	-
2	*Mr. Sachin Shivaji Wagh	Member	Non-Executive Independent Director	-
3	*Mr. Ghanshyambhai Nanjibhai Patel	Member	Managing Director	-
4	**Mr. Parth Shashikantbhai Kakadiya	Member	Non-Executive Director	-
5	***Mr. S Padmanabhan	Member	Non-Executive Independent Director	4
6	***Mr. D K Shah	Chairman	Non-Executive Independent Director	4
7	***Mr. Rameshwar Dayal Goyal	Member	Whole-time Director	4

\* Appointed in committee w.e.f. 10<sup>th</sup> February, 2022;

\*\* Appointed as member w.e.f. 30<sup>th</sup> March, 2022;

\*\*\* Upto 10<sup>th</sup> February, 2022

**CORPORATE SOCIAL RESPONSIBILITY**

During the FY 2021-22, Corporate Social Responsibility is not applicable to the company.

**SEXUAL HARASSMENT POLICY**

The Company has in place Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed of during the year 2021- 22:

- a) No. of complaints received: Nil
- b) No. of complaints disposed of: N.A.

## **RISK MANAGEMENT POLICY**

The Company has in place a Risk Management Policy to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through risk response strategies and mitigating actions. All risk including investments are reviewed in the meetings of the Board of Directors.

## **CODE OF CONDUCT**

Your Company has established a Code of Conduct and Code of Fair Disclosures for Prohibition of Insider Trading (“Code of Conduct” or “Code”) which is applicable to the Employees, Directors, designated persons, immediate relatives of designated persons and connected persons of the Company. The Code lays down the standard of conduct, which is expected to be followed by the Directors and employees in their business dealings, and in particular, on matters relating to integrity in the work place, dealing with stakeholders and in business practices. All the Board Members and the Senior Management employees have confirmed compliance with the Code. The Code is available on website of the Company.

### **31. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant material orders passed by the Courts/ Regulators or Tribunals impacting the going concern status and Company’s operations in future.

### **32. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016**

During the year under review, there were no application made or proceedings pending in the name of the company under the Insolvency and Bankruptcy Code, 2016.

### **33. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT IN ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS**

During the year under review, there has been no one time settlement of Loans taken from Banks and Financial Institutions.

### **34. APPRECIATION**

Your Directors take this opportunity to convey their deep sense of gratitude for valuable assistance and Co-operation extended to the Company by all valued customers and bankers of the Company.

Your Directors also wish to place on record their sincere appreciation for the valued contribution, unstinted efforts by the employees at all levels which contributed, in no small measure, to the progress and the high performance of the Company during the year under review.

**By Order the Board of Directors,**

**Date: 30<sup>th</sup> August, 2022**

**Place: Mumbai**

**Riddhi Dilip Sidhpura  
Company Secretary & Compliance officer**

*Registered Office:*

**Yogi Limited**

*(Formerly known as Parsharti Investment Limited)*

CIN: L70100MH1992PLC069958

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

Tel. No. 022-49428888 / 9930268888, Email address: [info@yogiltd.com](mailto:info@yogiltd.com) Website: [www.yogiltd.com](http://www.yogiltd.com)

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To the Members

**Yogi Limited**

*(Formerly known as Parsharti Investment Limited)*

B/404, The Capital, G-Block,  
Bandra Kurla Complex Behind ICICI Bank,  
Bandra East Mumbai 400051  
CIN: L70100MH1992PLC069958

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Yogi Limited** *(Formerly known as Parsharti Investment Limited)* (CIN: **L70100MH1992PLC069958**) (hereinafter called “The Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company, information to the extent provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and The Securities and Exchange Board of India, as applicable, warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31<sup>st</sup> March, 2022 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2022 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; Not applicable to the Company during the Audit Period.
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):
  - I. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) to the extent applicable to the Company: -
    - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2018;



- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, Regulations, 2018;
- c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and The Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other amendments thereof (hereinafter collectively referred to as “**Listing Regulations**”);
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
- e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- f. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- h. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2018;
- j. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and

We have also examined compliances with the applicable clauses of the following:

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards, etc. as mentioned above.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has:

- i. A Share Purchase Agreement dated 17<sup>th</sup> December, 2021 was entered between Mr. Ghanshyambhai Nanjibhai Patel and Mr. Pareshbhai Nanjibhai Patel and erstwhile promoters for acquisition of 19,59,487 shares of the Company. All necessary compliances with relations to provisions of the Acts, Rules, Regulations were complied to effect the said transaction.



- ii. Pursuant to share purchase agreement executed between Mr. Ghanshyambhai Nanjibhai Patel & Mr. Pareshbhai Nanjibhai Patel made a mandatory open offer in accordance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2018 (“Takeover Regulations”) to the Public Shareholders of the Company for acquisition of upto 8,72,898 fully paid-up equity shares of face value of Rs. 10/- each representing 26% of Voting Share Capital of the Company at a price of Rs. 7/- per fully paid equity share. The tendering period for the Public shareholders under the Open Offer was open from 10<sup>th</sup> February, 2022 to 23<sup>rd</sup> February, 2022.
- iii. The Board of Directors of the Company at their meeting held on 10<sup>th</sup> February, 2022 considered -
- Change in management pursuant to SPA dated 17<sup>th</sup> December, 2021;
  - Appointment of Mr. Ghanshyambhai Nanjibhai Patel as an Executive Additional Director;
  - Appointment of Mr. Pareshbhai Nanjibhai Patel as Executive Additional Director;
  - Appointment of Mrs. Kinjal Bhavin Gandhi as an Additional *Director (Non- Executive and Independent Director) for a period of 5 years;*
  - Appointment of Mr. Sachin Shivaji Wagh as Additional Director (*Non- Executive and Independent Director*) for a period of 5 years;
  - Appointment of M/s. Nishant Bajaj & Associates as Secretarial Auditors of the Company;
  - Resignation of Mr. Rameshwar Babulal Goyal as Whole-time Director of the Company w.e.f. 10<sup>th</sup> February, 2022;
  - Resignation of Mr. Devendrakumar Babulal Goyal as Director of the Company w.e.f. 10<sup>th</sup> February, 2022;
  - Resignation of Mr. Jitendra Kalyanji Panchal as Whole-time Director and CFO of the Company w.e.f. 10<sup>th</sup> February, 2022;
  - Resignation of Mr. DK Shah as Non- Executive Independent Director of the Company w.e.f. 10<sup>th</sup> February, 2022;
  - Resignation of Mrs. Priyanka Gupta as Non- Executive Independent Director of the Company w.e.f. 10<sup>th</sup> February, 2022;
  - Resignation of Mr. S Padmanabhan as Non- Executive Independent Director of the Company w.e.f. 10<sup>th</sup> February, 2022;
  - Resignation of M/s. Nitesh Ranga & Company as Secretarial Auditors w.e.f. 10<sup>th</sup> February, 2022;
  - Resignation of Mr. Mohd Shakeel Kayamkhani as Company Secretary of the Company w.e.f. 10<sup>th</sup> February, 2022
  - Shifting of the Registered Office of the Company from 3, National House, 1st Floor 27, Raghunath Dadaji Street, Fort, Mumbai 400001 to B/404, The Capital, G-Block, Bandra Kurla Complex, Behind ICICI Bank, Bandra East, Mumbai – 400051 w.e.f. 10<sup>th</sup> February, 2022
- iv. The Board of Directors of the Company at their meeting held on 16<sup>th</sup> February, 2022 considered and approved-
- Name reservation application for change in name of the company;
  - Change in the Object Clause of the Company.



- v. The Board of Directors of the Company at their meeting held on 30<sup>th</sup> March, 2022 considered-
- Appointment of Mr. Parth Shashikantbhai Kakadiya as Additional Non- Executive Director w.e.f. 10<sup>th</sup> February, 2022;
  - Appointment of Ms. Riddhi Dilip Sidhpura as Company Secretary & Compliance officer w.e.f. 30<sup>th</sup> March, 2022.
- vi. The Company Secretary of the Company has resigned with effect from 10<sup>th</sup> February, 2022. As per section 203(4) of the Companies Act, 2013, this vacancy should have been filled by the Board within a period of six months from the date of such vacancy. The Company has appointed the whole-time Company Secretary on 30<sup>th</sup> March, 2022, which is well within time.

This Report is to be read with my letter of even date which is annexed as “**Annexure A**” and forms an integral part of this Report.

**For Nishant Bajaj & Associates**  
*Practicing Company Secretaries*  
*Peer Reviewed Firm- 2582/2022*

**Nishant Bajaj**  
**M.No.: 28341**  
**CP No.: 21538**

**Place:** Mumbai  
**Date:** 30<sup>th</sup> August, 2022  
**UDIN:** A028341D000874109

**‘Annexure A’**

To,  
The Members,  
**Yogi Limited**  
*(Formerly known as Parsharti Investment Limited)*  
B/404, The Capital, G-Block,  
Bandra Kurla Complex Behind ICICI Bank,  
Bandra East Mumbai 400051  
CIN: L70100MH1992PLC069958

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Nishant Bajaj & Associates**  
*Practicing Company Secretaries*  
*Peer Reviewed Firm- 2582/2022*

**Nishant Bajaj**  
**M.No.: 28341**  
**CP No.: 21538**

**Place:** Mumbai  
**Date:** 30<sup>th</sup> August, 2022  
**UDIN:** A028341D000874109

**ANNEXURE “B”**  
**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**Indian Industry Structure and Development:**

Your company has incurred loss of Rs. (0.23) Lakh during the financial year under review against a net profit of Rs. 5.52 Lakh in previous year.

**Opportunities and threats:**

The Government is committed to encourage the healthy growth of Capital Market for development of the Economy. The market regulators are also concerned in regaining the confidence of investors.

The company constantly monitors the threats from competition, industry, costs and takes steps to maintain/enhance existing competence.

**Segment-wise or product-wise performance:**

The Company's business activity falls within a single business segment i.e Consultants & Advisors

**Outlook:**

It is fair to say that Yogi Limited has overcome the challenges and has to carry on the business of Real estate, contractors, Builders, Town planners, Infrastructure developers, Estate developers and Engineers land developers buying, purchasing or otherwise acquire any immovable or movable property of all kinds and description and right, title and interest therein and to carry on the business of renting, letting or other similar arrangements of immovable and moveable properties including but not limited to equipment of all kinds and description, building equipment, construction equipment and houses, building, market, shops, industrial sheds, plots, flats, vehicles, plants, machineries, ships, aircrafts, vessels, apparatuses, computers and any other assets.

Moreover, we are committed to the development of the company in real estate segment.

All said and done, there are good reasons to believe that Yogi Limited will perform even better in FY 2023. We hope that this forward-looking statement turns out to be true.

**Risk and Concerns:**

External environment remains uncertain and challenging. Your Company being a financial/ management services company is primarily exposed to various risks relating to financial which includes the volatile capital market, interest rate risks change in government policies, liquidity risks and lost but not least is the competition risks.

**Internal Control System and their adequacy:**

The company has adequate internal audit and control system. Internal auditors comprising of professional firm of Chartered Accountants have been en-trusted the job to conduct regular internal audit and report to the management any lapses, if any.

**Discussion on financial performance with respect to operational performance:**

(Rs. In Lakhs)

Particular	For the year ended 31.03.2022	For the year ended 31.03.2021
Revenue from Operation	114.07	12.12
Other Income	1.65	0.70
Profit/Loss Before Depreciation and Tax	13.82	5.87
Tax (Including Deferred Tax) Net	14.05	0.35
Profit/Loss After Depreciation and Tax	-0.23	5.52
Other Comprehensive Income (Net of Tax)	-0.15	0.77
Total Comprehensive Income for the Year	-0.37	6.29

**Human Resource development / Industrial relations:**

The company continues to focus on training and motivation of manpower so as to develop team of qualified and skilled personnel to effectively discharge their responsibilities in a number of projects and activities. It is in this context, we have been working towards promoting the skills and professionalism of our employees to cope with and focus on the challenges and growth. The overall industrial relations atmosphere continues to be cordial.

**Details of significant changes:**

Particulars	FY 2021-22	FY 2020-21
Debtors Turnover	-	-
Inventory Turnover	0.39	29.77
Interest Coverage Ratio	-	-
Current Ratio	125	41
Debt Equity Ratio	-	-
Operating Profit Margin(%)	11.94%	45.81%
Net Profit Margin(%)*	-0.32%	49.09%

**\*Note: Net Profit Margin is Reduced due to reversal of MAT Credit and Deferred Tax Assets**

**Details of any change in Return on Net Worth:**

The Company Return on Net Worth (RoNW) has reduced by -0.17% for financial year 2021-22 as compared to 2.98% for financial year 2020-21. The decrease in RoNW was primarily due to loss in the financial year.

**ANNEXURE “C” TO THE DIRECTOR’S REPORT**

**PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE, 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND ANNEXED TO AND FORMING PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2022:**

<b>(I)</b>	<b>The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year :-</b>	
<b>Sr. no.</b>	<b>Name of the Director</b>	<b>Ratio of remuneration to the median remuneration of the employees</b>
1	*Mr. R.D Goyal, Whole-Time Director	24
2	*Mr. J.K Panchal, Whole Time Director & Chief Financial Officer	24
<b>(ii)</b>	<b>The percentage increase in remuneration of each director, CFO , CEO, Company Secretary or Manager, if any, in the financial year :-</b>	
<b>Sr. no.</b>	<b>Name of the Director/CFO/Company Secretary</b>	<b>% Increase over last F.Y.</b>
1	*Mr. R.D Goyal, Whole-Time Director	N.A.
2	*Mr. J.K Panchal, Whole Time Director & Chief Financial Officer	N.A.
3	Mr. Mahesh Kumar Rajguru, & Chief Financial Officer	N.A.
4	*Mr. Mohd Shakeel Kayamkhani, Company Secretary & Compliance Officer	N.A.
5	Ms. Riddhi Dilip Sidhpura	N.A.
<b>(iii)</b>	<b>The percentage increase/ decrease in the median remuneration of employees in the financial year</b>	No increment
<b>(iv)</b>	<b>The number of permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2022</b>	0
<b>(v)</b>	<b>Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:</b>	NIL
<b>(vi)</b>	<b>The key parameters for any variable component of remuneration availed by the directors</b>	NIL



<b>(vii)</b>	<b>Affirmation that the remuneration is as per the remuneration policy of the Company:</b>	Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Remuneration Policy of your Company.
<b>(II) Statement showing details of Employees of the Company as per Section 197 (12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: Not applicable</b>		

\* Upto 10<sup>th</sup> February, 2022



### **CEO/CFO Certification**

I Mahesh Kumar Rajguru, Chief Financial Officer of Yogi Limited (*Formerly known as Parsharti Investment Limited*) (“the Company”) to the best of my knowledge and belief hereby certify that:

- a) I have reviewed financial statements including the cash flow statement for the year ended 31<sup>st</sup> March, 2022 and that to the best of my knowledge, I state that these statement:
  - i. Do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading and
  - ii. Together present a true and fair view of the listed entity’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company’s code of business conduct and Ethics.
- c) I accept the responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) I have indicated to the Auditors and the Audit Committee that there have been:
  - i. no changes in internal control during the year.
  - ii. no changes in accounting policies during the year, and there are no instances of fraud during the year.

Place: Mumbai  
Date: 30<sup>th</sup> August, 2022

Mahesh Kumar Rajguru  
Chief Financial Officer

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To the Members

**Yogi Limited**

*(Formerly known as Parsharti Investment Limited)*

B/404, The Capital, G-Block,  
Bandra Kurla Complex Behind ICICI Bank,  
Bandra East Mumbai 400051  
CIN: L70100MH1992PLC069958

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of YOGI LIMITED (CIN L70100MH1992PLC069958) having registered office at B/404, The Capital, G-Block, Bandra Kurla Complex, Behind ICICI Bank, Bandra East, Mumbai, 400051 (hereinafter referred to as “the Company”), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN No.	Date of Appointment in Company
1	Mr. Ghanshyambhai Nanjibhai Patel	06647250	10/02/2022
2	Mr. Pareshbhai Nanjibhai Patel	07257928	10/02/2022
3	Mr. Parth Shashikantbhai Kakadiya	09545820	30/03/2022
4	Mr. Sachin Shivaji Wagh	01056774	10/02/2022
5	Mrs. Kinjal Bhavin Gandhi	09376071	10/02/2022

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company

**For Nishant Bajaj & Associates**  
*Practicing Company Secretaries*  
*Peer Reviewed Firm- 2582/2022*

**Nishant Bajaj**  
**M.No.: 28341**  
**CP No.: 21538**

**Place:** Mumbai  
**Date:** 30<sup>th</sup> August, 2022  
**UDIN:** A028341D000874186

## **Independent Auditor's Report**

**To**  
**The Members,**  
**Yogi Limited (Formerly known as Parsharti Investment Limited)**

### **Report on the Audit of Ind AS Financial Statements Opinion**

We have audited the accompanying Ind AS financial statements of Parsharti Investment Limited (The Company), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statement, the Statement of Changes in Equity and Notes to the Ind AS Financial Statement for the year then ended including a summary of significant accounting policies and other explanatory information (Hereinafter referred to as the "Ind AS Financial Statement").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act 2013 (The 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at March 31, 2022, and its Loss (including other Comprehensives income) its Cash Flows and changes in equity for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143 (10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements Section of our report. We are Independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Ind As Financial Statements under the provisions of the Act and the Rules there-under, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of the Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Ind AS financial statements.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period.

We have determined that there are no key audit matters to communicate in our report.

### **Information other than the Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the other information. The Other information comprises the information included in Management Discussion and Analysis, Board's Report including Annexures in the Board Report and Shareholder information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If based on the work we have performed, we concluded that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of management and Those Charged with Governance for the Standalone Financial Statements.**

The Company's Board of Director is responsible for the matters stated in Section 134(5) of The Companies Act, 2013 ("The Act"), with respect to the preparation and presentation of these Ind AS financial statements that give a true and fair view of the state of affairs (financial position), Profit (financial performance) (Including Other Comprehensive Income) and changes in the Equity and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules 2015, as amended.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements ,management is responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable ,matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operation, or has no realistic alternative but to do so.

The Board of Directors of the Company are also responsible for overseeing the financial reporting process of the Company.

**Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS Financial statements as whole are free from material misstatement, whether due to fraud or errors and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or errors and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment, maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or errors, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as, fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material



uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements, or if such disclosures are inadequate to modify our opinion. Our conclusions are based on the audit evidence obtained upto the date of audit report.

However future conditions or events may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiency in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguard.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in audit of Ind As financial statements of the current period and are therefore the key audit matters .We describe these matters in our auditor's report unless law or regulation precludes about public disclosures about the matters or when ,in extremely rare circumstances ,we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report ) Order,2020 (The 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act , we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. Further to our comment in Annexure 'A' As required by section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit:
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Ind AS financial statements dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid Ind As Financial Statement comply with the Ind AS specified under section 133 of the Act, read with Companies (Indian Accounting Standards ) Rules,2015 as amended.
  - e. On the basis of written representation received from the directors, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of Section 164(2) of the Act.
  - f. We have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as on 31<sup>st</sup> March 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date and our report as per **Annexure B** expressed an unmodified opinion;



- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanation given to us:
- 1) The Company does not have any pending litigation as at 31<sup>st</sup> March, 2022 which would impact its financial position.
  - 2) The Company did not have any long term contracts including derivative contracts as at 31<sup>st</sup> March 2022.
  - 3) There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Company during the year ended on 31<sup>st</sup> March 2022.
  - 4)
    - i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
    - ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
    - iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement
  - 5) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013
- h. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its director during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us

**FOR BKG & ASSOCIATES**

Chartered Accountants  
Firm Reg. No.: 114852W

CA. B.K. Gupta (Partner)  
M. No.: 040889  
UDIN: 22040889AKUJUJ8522

Place: Mumbai  
Date: 27<sup>th</sup> May 2022

**Annexure A to the Independent Auditors' Report**

**(Referred to in paragraph 1 under “Report on Other Legal and Regulatory Requirements” of our report to the Members of Parsharti Investment Limited (“the Company”) for the year ended March 31, 2022)**

1. In respect of its Fixed Assets:
  - (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property Plant and Equipments;
  - (b) The Company does not have any intangible assets
  - (ii) As explained to us, all the Property Plant and Equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification. The frequency of physical verification is reasonable having regard to the size of the Company and nature of its business.
  - (iii) As the company does not have any immovable properties, Clause (i) (c) of the Paragraph 3 of the Order is not applicable to the Company.
  - (iv) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2022.
  - (v) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
2. (a) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and procedure of such verification by the management is appropriate. As per the information given no material discrepancies were noticed on such verification.
- (b) The Company has not been sanctioned any working capital loan from any bank or Financial institution.
3. (a) According to the Information and explanations given to us, The Company has not granted any loans nor provided any guarantee or security, and has not provided any loans or advances in the nature of loan whether secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties.
- (b)(c)(d)(e)(f) this clause is not applicable as mentioned in 3(a) above
4. In our opinion and according to the information and explanation given to us In respect of Loans, investment, guarantees and securities the provisions of section 185 and 186 of the Companies Act 2013 have been complied with
5. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company
6. The Central Government of India has not prescribed the maintenance of cost records under sub-section 1 of section 148 of the Companies Act.
7. (a) According to the information and explanations given to us and records of the company examined by us The company has generally been regular in depositing liability towards undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value added Tax, Cess and any other statutory dues, as applicable, with the appropriate authorities. There are no dues of income tax or wealth tax or service

- tax or duty of customs or duty of excise or value added tax, GST or cess which were in arrears as at 31-03-2022 for a period of more than six months from the day they become payable.
- (b) On the basis of our examination of the documents and records, the company does not have a disputed amount in respect of statutory dues referred in sub-clause(a) above.
8. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company
9. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any Term loan during the year.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.
10. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments during the year. Accordingly provisions of Clause 3(ix) of the Order are not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debenture (fully or partially or optionally convertible) during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
11. (a) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the cost auditor/secretarial auditor or by using Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistleblower complaints received by the Company during the year
12. The Company is not a Nidhi Company. Hence reporting under clause 3(xii)(a)(b)(c) of the Order is not applicable.
13. In our opinion all the transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable, and the requisite details have been disclosed in the Ind AS financial statement etc. as required by the applicable accounting standards.





14. (a) The Company has an internal audit system commensurate with the size and nature of its business  
(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us
15. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company
16. (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.  
(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934  
(c) The Company is not a Core Investment Company, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
17. The Company has not incurred cash losses in the current year and in the immediately preceding financial year
18. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
19. On the basis of the financial ratios disclosed in note to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. Since the threshold limits prescribed by section 135 are not reached the Company is not required to Constitute Corporate Social Responsibility Committee and spend any amount on corporate Social activity hence reporting under clause xx(a) and (b) of the Order are not applicable.
21. The Company has no subsidiary and no requirement of consolidation hence report on clause 3(xxi) of the Order is not applicable to the Company.

**FOR BKG & ASSOCIATES**

Chartered Accountants

Firm Reg. No.: 114852W

CA. B.K. Gupta (Partner)

M. No.: 040889

UDIN: 22040889AKUJ8522

Place: Mumbai

Date: 27<sup>th</sup> May 2022

**ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT of even date to the Members of Parsharti Investment Limited on the Ind AS Financial statement for the year ended 31<sup>st</sup> March, 2022**

**Independent Auditor’s report on the Internal Financial Controls under clause(i)of Sub- section 3 of Section 143 of The Companies Act, 2013 (The” Act”)**

In conjunction with our audit of the Ind As financial Statements of Parsharti Investment Ltd (The Company) as at and for the year ended on March 31, 2022, we have audited the internal financial Controls over financial reporting (IFCoFR) of the Company as of that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of the internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial reporting (The “Guidance note”) issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting (IFCoFR) based on our audit. We conducted our audit in accordance with the Standards on auditing ,issued by the ICAI and deemed to be prescribed under section 143(10) of the Act , to the extent applicable to an audit of IFCoFR and Guidance Note issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s IFCoFR.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company’s IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Generally Accepted Accounting Principles. A company’s IFCoFR includes those policies and procedures that:( i) pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transaction and dispositions of the assets of the company; (ii) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or dispositions of the company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that the IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**FOR BKG & ASSOCIATES**

Chartered Accountants  
Firm Reg. No.: 114852W

CA. B.K. Gupta (Partner)  
M. No.: 040889  
UDIN : 22040889AKUJ8522

Place: Mumbai  
Date: 27<sup>th</sup> May 2022

**Balance Sheet as at March 31, 2022**

Rs. In Lakh

Particulars	Notes	As at March 31, 2022	As at March 31, 2021
<b>Assets</b>			
<b>Non-Current assets</b>			
a) Property, Plant and Equipment	3	-	-
b) Intangible Asset under development	-	-	-
<b>c) Financial Assets</b>			
i. Investments	4(a)	-	5.72
ii. Trade receivables	5(a)	-	-
iii. Loans	6	-	-
iv. Other financial assets	7	-	-
d) Deferred tax assets (net)	8	6.98	14.60
e) Non-Current Tax Assets- Mat entitlement		-	7.00
f) Other Non-Current Assets	9	20.00	0.00
<b>Total Non-Current Assets</b>		<b>26.98</b>	<b>27.32</b>
<b>Current assets</b>			
a) Inventories	10	-	82.56
b) Financial Assets			
(i) Investments	4(b)	-	-
(ii) Trade Receivables	5(b)	-	1.71
(iii) Cash and Cash Equivalents	11	187.01	1.32
(iv) Bank balance other than cash and cash equivalents	11(a)	0.10	106.12
(v) Interest Accrued on Bank FD	12	-	2.72
c) Current Tax Assets(IT and GST)	13	4.75	0.68
d) Other Current Assets	14	0.07	0.07
<b>Total Current Assets</b>		<b>191.93</b>	<b>195.19</b>
<b>Total Assets</b>		<b>218.91</b>	<b>222.51</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
a) Equity Share Capital	15(a)	335.73	335.73
b) Other Equity	15(b)	-118.35	-117.98
<b>Total Equity</b>		<b>217.38</b>	<b>217.75</b>
<b>Non-Current Liabilities</b>			
<b>a) Financial Liabilities</b>			
(i) Borrowings		-	-
(ii) Trade payables	16	-	-
a) total outstanding due to MSME		-	-
b) total outstanding due to other than MSME		-	-
<b>Total Non-Current Liabilities</b>		<b>0.00</b>	<b>0.00</b>
<b>Current Liabilities</b>			
<b>a) Financial Liabilities</b>			
(i) Borrowings		-	-
(ii) Trade and Other Payables		-	-
a) total outstanding due to MSME		-	-
b) total outstanding due to other than MSME		-	-
(iv) Other Financial Liabilities		-	-
b) Provisions	17	1.47	4.73
c) Current Tax Liabilities	18	0.06	0.03
<b>Total Current Liabilities</b>		<b>1.53</b>	<b>4.76</b>
<b>Total Liabilities</b>		<b>1.53</b>	<b>4.76</b>
<b>Total Equity And Liabilities</b>		<b>218.91</b>	<b>222.51</b>

Significant Accounting Policies and Notes to Accounts **Note 1-37**

The accompanying notes are an integral part of Financials Statements

As per our report of even date attached

**For and on behalf of the Board**

For M/s B. K. G. & Associates  
Chartered Accountants  
Firm Reg. No.: 114852 (W)

Ghanshyambhai Nanjibhai Patel  
Managing Director  
(DIN : 06647250 )

Pareshbhai Nanjibhai Patel  
Whole Time Director  
(DIN : 07257928)

CA B. K. Gupta  
Partner  
Membership No. : 040889  
UDIN: 22040889AKUJUJ8522

Mahesh Rajguru  
(Chief Financial Officer)

Riddhi Sidhpura  
(Company Secretary & Compliance officer)

Place: Mumbai  
Date: 27-05-2022

**Statement of Profit and Loss for the period ended March 31, 2022**

Rs. In Lakh

Particulars	Notes	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Income</b>			
Revenue from Operations	19	114.07	12.12
Other Income	20	1.65	0.70
<b>Total Income</b>		<b>115.72</b>	<b>12.82</b>
<b>Expenses</b>			
Cost of Material Consumed	21	-	-
Purchase of stock in trade	22	3.60	0.94
Changes in inventory of finished goods, stock in trade and WIP	23	82.56	-7.66
Employee Benefit Expenses	24	7.31	6.51
Finance Costs	25	0.07	-
Depreciation and Amortization Expense		-	-
Other Expenses	26	8.35	7.15
<b>Total Expense</b>		<b>101.90</b>	<b>6.95</b>
<b>Profit(Loss) before exceptional items and tax</b>		<b>13.82</b>	<b>5.87</b>
Exceptional items			
<b>Profit(Loss) Before Tax</b>		<b>13.82</b>	<b>5.87</b>
<b>Tax Expense:</b>			
Current Tax		0.15	0.92
Tax charge relating to earlier periods		-0.74	0.00
Mat credit entitlement		7.00	-0.92
Deferred Tax Assets( reversal)	8	7.64	0.35
<b>Total Tax Expenses</b>		<b>14.05</b>	<b>0.35</b>
<b>Profit/(Loss) for the period from continuing operations</b>	(A)	<b>-0.23</b>	<b>5.52</b>
Profit/(loss) from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit/(loss) from discontinued operations (after tax)		-	-
<b>Profit or loss for the period</b>		<b>-0.23</b>	<b>5.52</b>
<b>Other Comprehensive Income</b>	27		
Items that will not be reclassified to profit or loss			
a)Equity Instruments through other comprehensive income		-0.16	0.86
Income tax relating to items that will not be reclassified to profit or loss		0.02	-0.09
sub total		<b>-0.15</b>	<b>0.77</b>
Items that will be reclassified to profit or loss			
Income tax relating to items that will be reclassified to profit or loss			
	(B)	<b>-0.15</b>	<b>0.77</b>
<b>Total Comprehensive (Loss) for the year</b>	(A)+(B)	<b>-0.37</b>	<b>6.29</b>
<b>Earnings/(Loss) per Share - (Face value of Rs 10 each)</b>		<b>-0.01</b>	<b>0.19</b>
<b>Basic and Diluted (in Rs)</b>			

Significant Accounting Policies and Notes to Accounts **Note 1-37**

The accompanying notes are an integral part of Financials Statements

As per our report of even date attached **For and on behalf of the Board**

For M/s B. K. G. & Associates

Chartered Accountants

Firm Reg. No.: 114852 (W)

CA B. K. Gupta

Partner

Membership No. : 040889

UDIN: 22040889AKUJUJ8522

Ghanshyambhai Nanjibhai Patel

Managing Director

(DIN : 06647250 )

Mahesh Rajguru

(Chief Financial Officer)

Pareshbhai Nanjibhai Patel

Whole Time Director

(DIN : 07257928)

Riddhi Sidhpura

(Company Secretary & Compliance officer)

Place: Mumbai

Date: 27-05-2022



## Statement of Cash Flows For the year ended March 31, 2022

Rs. In Lakh

	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>A.</b>	<b>Cash Flow From Operating Activities</b>		
	Profit after tax	-0.23	5.87
	Adjustments For:		
	Deferred Tax Reversal	7.64	-
	Reversal of MAT credit Entitlement	7.00	-
	Current tax net of refund	-0.59	-
	<b>Cash Generated From Operation Before Working Capital Changes</b>	<b>13.82</b>	<b>5.87</b>
	Finance Income	1.04	0.37
	Income From Dividend	0.61	0.33
	<b>Operating (Loss) Before Working Capital Changes</b>	<b>12.17</b>	<b>5.17</b>
	Movements in Working Capital :		
	Decrease(Increase) in Inventories	82.56	-7.66
	Decrease / (Increase) in Trade Receivables	1.71	-1.65
	Decrease(Increase) in Other Financial Assets	2.72	3.11
	Other current Assets	-4.06	-
	(Increase) in Other Assets	-	3.39
	Increase in Other Financial Liabilities	-3.23	3.81
	<b>Cash Generated (used) in operations</b>	<b>91.87</b>	<b>6.19</b>
	Direct Taxes Paid (Net of Refunds)	-0.59	0.92
	<b>Net Cash Outflow From Operating Activities</b>	<b>92.46</b>	<b>5.27</b>
<b>B.</b>	<b>Cash Flows From Investing Activities</b>		
	Payment for Purchase of Property, Plant and Equipment & Intangible Assets (including capital working progress and capital advance)	-20.00	-
	Proceeds from Sale of Investment	5.72	-
	Loss on sale of Investment Through OCI	-0.16	-
	Interest Received	1.04	0.37
	Income from dividend	0.61	0.33
	<b>Net Cash (Outflow) from Investing Activities</b>	<b>-12.79</b>	<b>0.70</b>
<b>C.</b>	<b>Cash Flows From Financing Activities</b>		
	<b>Net Cash Inflow from Financing Activities</b>	<b>0</b>	<b>0</b>
<b>D.</b>	<b>Net Increase in Cash &amp; Cash Equivalents (A + B + C)</b>	<b>79.67</b>	<b>5.96</b>
<b>E.</b>	<b>Cash &amp; Cash Equivalents at the beginning of the year / period</b>	<b>107.44</b>	<b>101.48</b>
<b>F.</b>	<b>Cash &amp; Cash Equivalents at the end of the year / period</b>	<b>187.11</b>	<b>107.44</b>
	<b>Component of Cash and Cash Equivalents</b>		
	Cash on hand	0.40	0.86
	Balances with Scheduled Bank		
	- On Current Accounts	186.61	0.46
	- Deposits with original maturity of less than three months	0.10	106.12
	<b>Cash and Cash Equivalents at the end of the year / period</b>	<b>187.11</b>	<b>107.44</b>

**Notes:**

(1) The Cash Flow Statement has been prepared under the Indirect method as set out in Ind AS 7 on Cash Flow Statements notified under Section 133 of The Companies Act 2013, read together with Paragraph 7 of the Companies (Indian Accounting Standard) Rules 2015 (as amended).

**Ind AS 7 Statement of Cash Flows: Disclosure Initiative**

Ind AS 7 require entities to provide disclosure of changes in their liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes (such as foreign exchange gains or losses). The Company has provided the information for current period if applicable.

Significant Accounting Policies and Notes to Accounts **Note 1-37**

The accompanying notes are an integral part of Financials Statements

As per our report of even date attached

**For and on behalf of the Board**

For M/s B. K. G. & Associates

Chartered Accountants

Firm Reg. No.: 114852 (W)

Ghanshyambhai Nanjibhai Patel

Managing Director

(DIN : 06647250 )

Pareshbhai Nanjibhai Patel

Whole Time Director

(DIN : 07257928)

CA B. K. Gupta

Partner

Membership No. : 040889

UDIN: 22040889AKUJUJ8522

Mahesh Rajguru

(Chief Financial Officer)

Riddhi Sidhpura

(Company Secretary & Compliance officer)

Place: Mumbai

Date: 27-05-2022

**Statement of Changes in Equity for the year ended March 31, 2022**

Particulars	As at 31.03.2022	As at 31.03.2021
<b>A Equity Share Capital Ref Note 15</b>		
Opening Balance	335.73	335.73
Changes during the year	-	-
Closing Balance	335.73	335.73

**For the year ended March 31, 2022**

**Rs. In Lakh**

Particulars	Reserve and Surplus			Equity instrument through OCI	Other items of OCI (Specify nature)	Total
	Security Premium	Other Reserves	Retained Earnings			
Balance as at 01/04/2021	66.80	-	-184.88	0.10	-	-117.98
<b>Changes in accounting policy or prior period error</b>						
(Loss) for the period	-	-	-0.37	-	-	-0.37
<b>Restated balance at the beginning of the current reporting period</b>	-	-	-	-	-	-
<b>Total Comprehensive (Loss) for the year</b>	-	-	-	-	-	-
Dividends	-	-	-	-	-	-
<b>Transfer to retained earnings</b>	-	-	-	-	-	-
Any other changes (to be specified)	-	-	-	-	-	-
<b>Balance as at 31/03/2022</b>	<b>66.80</b>	<b>-</b>	<b>-185.25</b>	<b>0.10</b>	<b>-</b>	<b>-118.35</b>

**For the year ended March 31, 2021**

**Rs. In Lakh**

Particulars	Reserve and Surplus			Equity instrument through OCI	Other items of OCI (Specify nature)	Total
	Security Premium	Other Reserves	Retained Earnings			
Balance as at 01/04/2020	66.80	-	-190.40	-0.67	-	-124.27
<b>Changes in accounting policy or prior period error</b>	-	-	-	-	-	-
(Loss) for the period	-	-	5.52	0.77	-	6.29
<b>Restated balance at the beginning of the current reporting period</b>	-	-	-	-	-	-
<b>Total Comprehensive (Loss) for the year</b>	-	-	-	-	-	-
Changes in Equity Share Capital due to prior period errors	-	-	-	-	-	-
<b>Restated balance at the beginning of the current reporting period</b>	-	-	-	-	-	-
Dividends	-	-	-	-	-	-
<b>Transfer to retained earnings</b>	-	-	-	-	-	-
<b>Re-Classification of CCDs as Equity Instrument</b>	-	-	-	-	-	-
<b>Any other changes (to be specified)</b>	-	-	-	-	-	-
<b>Balance as at 31/03/2021</b>	<b>66.80</b>	<b>-</b>	<b>-184.88</b>	<b>0.10</b>	<b>-</b>	<b>-117.98</b>

Significant Accounting Policies and Notes to Accounts **Note 1-37**

The accompanying notes are an integral part of Financials Statements

As per our report of even date attached **For and on behalf of the Board**

For M/s B. K. G. & Associates

Chartered Accountants

Firm Reg. No.: 114852 (W)

CA B. K. Gupta

Partner

Membership No. : 040889

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Whole Time Director

(DIN : 07257928)

Riddhi Sidhpura

(Company Secretary & Compliance officer)

## **Notes to the financial statements as at and for the year ended 31st March, 2022**

### **1. Significant Accounting Policies.**

#### **General Information**

Parsharti Investment Limited is a public limited company incorporated on 14<sup>th</sup> December, 1992 and has its registered office B-404, 4<sup>th</sup> Floor, The Capital, G Block, Bandra Kurla Complex, Bandar (East) Mumbai-400051. Its equity shares are listed on the BSE in India. The Company is in the business of providing advisory and consultancy services. In pursuance the Share Purchase agreement (SPA) New Management come in place of Old Management on 10/02/2022 by purchasing of Share.

### **2. (a) Statement of Compliance**

Financial statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.

The financial statements of the Company for the year ended 31<sup>st</sup> March, 2022 have been approved by the Board of Directors in the meeting held on 27<sup>th</sup> May, 2022.

### **(b) Use of Estimates and Judgements**

The preparation of the financial statements requires that the Management make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Revision to accounting estimates are recognised in period in which the estimates are revised if the revision affects only that period ,or in the period of the revision and future periods if the revision affects both current and future periods.

**Application of accounting policies that require critical accounting estimates and the use of assumption in the financial statements are as follows:**

#### **Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility.

Changes in assumptions about these factors could affect the reported fair value of financial instruments.



### **Depreciation and useful lives of property plant and equipment**

Property, Plant and Equipment are depreciated over the estimated useful lives of the assets, after taking into account their estimated residual value. Other Intangible assets are amortised over its estimated useful lives. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/ amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation/ amortisation for future periods is adjusted if there are significant changes from previous estimates.

### **Provisions and Contingent Liabilities**

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

#### **(c) Basis of preparation of financial statements:**

The financial statements of the company have been prepared on an accrual basis and under historical cost convention except for certain financial instruments measured at fair value at the end of each reporting year as explained in the accounting policies below.

The accounting policies are applied consistently to all the periods presented in the financial statements

#### **(d) Significant accounting policies:**

##### **i. Financial Instrument**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

#### **A) Financial Assets**

##### **a) Initial recognition and measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

##### **b) Subsequent measurement**

###### **Debt Instruments at amortised cost:**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of

the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate method. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognized in profit or loss when the asset is derecognised or impaired.

**Debt instrument at Fair Value through Other Comprehensive Income (OCI)**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate method. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment gains or losses and foreign exchange gains and losses in the statement of profit and loss. On de-recognition of the asset, the cumulative gain or loss previously recognised in OCI is reclassified from equity to statement of profit and loss.

**Debt instrument at Fair Value through Profit or Loss (FVTPL)**

A financial asset which does not meet the criteria for categorization as at amortized cost or at fair value through other comprehensive income is classified as fair value through profit or loss. Debt instruments subsequently measured at fair value through profit or loss are measured at fair value with all changes recognized in the statement of profit and loss.

**Equity instruments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Dividends from such investments are recognized in profit or loss. There is no recycling of the amounts from OCI to Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments subsequently measured at fair value through profit or loss are measured at fair value with all changes recognized in the statement of profit and loss.

Investment in subsidiaries is carried at cost in the financial statements.

**c) De-recognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the company balance sheet) when:

The rights to receive cash flows from the asset have expired, or

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through'

arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

**d) Impairment of financial assets**

The Company recognises impairment loss applying the expected credit loss (ECL) model on the financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual right to receive cash or other financial asset and financial guarantee not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12 months expected credit losses.

For trade receivables or any contractual right to receive cash or other financial assets that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company applies 'simplified approach' permitted by Ind AS 109 Financial Instruments. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

**B) Financial Liabilities**

**a) Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

**b) Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

#### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### **Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. Such amortisation is included as finance costs in the statement of profit and loss.

#### **c) Derecognition**

- i.** A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

#### **ii. Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**iii. Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal of the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique, described as follows:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 -Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. The Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations. At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be measured or re-assessed as per the accounting policies of the Company. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. The management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

**iv. Reclassification of financial assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in Statement of Profit and Loss.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to Statement of Profit and Loss at the reclassification date.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

**v. Property, plant and equipment**

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Costs include freight, import duties, non-refundable purchase taxes and other expenses directly attributable to the acquisition of the asset. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

**vi. Depreciation and amortisation**

Depreciation commences when the assets are ready for their intended use. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives, using straight-line method as per the useful lives and residual value prescribed in Schedule II to the Act as under.

Class of Property, plant and equipment	Useful life
Office equipment	5 Years

The estimated useful lives, residual value and depreciation/amortisation method are reviewed annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

**vii. Impairment of Property, plant and equipment**

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

Any reversal of the previously recognised impairment loss is limited to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

**viii. Revenue Recognition**

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Revenue from sale of services are recognized when the services are rendered.

Sale of securities is recognised when the significant risks and rewards ownership of the securities have been transacted through recognised stock exchange.

Dividend income from investments is recognised when the shareholder's right to receive dividend has been established.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the interest rate applicable.

**ix. Taxation:**

Income tax expense represents the sum of the tax currently payable and deferred tax. Income tax expense is recognised in the Statement of Profit and Loss except to the extent it relates to items directly recognised in equity or in other comprehensive income.

Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance Sheet date.

The tax effect of the timing differences that results between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or a deferred tax liability. They are measured using the substantively enacted tax rates and tax laws as on balance sheet date. Deferred tax assets are recognized only when there is a reasonable certainty that sufficient future taxable income will be available against which they will be realized. Where there is a carry forward losses or unabsorbed depreciation, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence of availability of taxable income against which such deferred tax asset can be realized in future.

Minimum Alternate Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset the said asset is created by way of credit to the statement of profit and loss and included in deferred tax assets. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

**x. Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless impact is anti-dilutive.



**xi. Provisions & Contingent Liabilities**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

**xii. Cash and Cash Equivalents:**

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

**xiii. Statement of Cash Flow:**

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**xiv. Functional Currency**

The functional currency of the Company is determined on the basis of the primary economic environment in which it operates. The Company has accordingly assessed INR as its functional currency.

**xv. Rounding off amounts**

All the values are rounded off the nearest Lakhs as per the requirements of Schedule III to the Companies Act, 2013 except where otherwise indicated.

**Notes to financial statements for the year ended on March 31, 2022**

**Note : 3 Property, Plant and Equipments**

**For the year ended March 31, 2022**

**Rs. In Lakh**

Description of Assets	Office Equipment	Total
<b>I. Cost</b>		
<b>Balance as at 1st April, 2021</b>	2.45	2.45
Additions during the year	-	-
Disposals during the year	-	-
<b>Balance as at March 31, 2022</b>	<b>2.45</b>	<b>2.45</b>
<b>II. Accumulated depreciation</b>		
<b>Balance as at 1st April, 2021</b>	2.45	2.45
Depreciation expense for the year	-	-
Disposals during the year	-	-
<b>Balance as at March 31, 2022</b>	<b>2.45</b>	<b>2.45</b>
<b>III. Net Block</b>		
<b>As at March 31, 2022</b>	-	-

**For the year ended March 31, 2021**

**Rs. In Lakh**

Description of Assets	Office Equipment	Total
<b>I. Cost</b>		
<b>Balance as at 1st April, 2020</b>	2.45	2.45
Additions during the year	-	-
Disposals during the year	-	-
<b>Balance as at March 31, 2021</b>	<b>2.45</b>	<b>2.45</b>
<b>II. Accumulated depreciation</b>		
<b>Balance as at 1st April, 2020</b>	2.45	2.45
Depreciation expense for the year	-	-
Disposals during the year	-	-
<b>Balance as at March 31, 2021</b>	<b>2.45</b>	<b>2.45</b>
<b>III. Net Block</b>		
<b>As at March 31, 2021</b>	-	-

<b>2. Capital Work in Progress</b>	-	-
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**Notes to financial statements for the year ended on March 31, 2022**
**Note : 4 Investments**
**Rs. In Lakh**

Sr. No	Particulars	As at 31-Mar- 2022	As at 31-Mar-2021
(a)	<b><u>Non Current</u></b>		
	<b>Investment in equity instruments (Fair Value through Other Comprehensive Income)</b>		
	<b>Quoted and Fully Paid Equity Shares</b>		
i	Bosch Limited	-	1.55
ii	MRF Ltd	-	4.11
	<b>Unquoted and Fully Paid Equity Shares</b>		-
	Bombay Mercantile bank	-	0.06
	<b>Total Non-current investments</b>	-	<b>5.72</b>
	<b>Aggregate Value of Quoted Investment and market value thereof</b>		
	Book Value	-	<b>5.66</b>
	Market Value	-	<b>5.66</b>
(b)	<b><u>Current</u></b>		
	Investment in equity instruments	-	-
	Investment in preference shares	-	-
	Other Investments	-	-
	<b>Total Current investments</b>	-	-
	<b><u>Current</u></b>		
	<b>Unquoted</b>	-	-
	<b>Quoted</b>		
	<b>Aggregate amount of quoted investments:</b>		
	Market value of quoted investments (including interest accrued), current	-	-
	Market value of quoted investments (including interest accrued), non-current	-	<b>5.66</b>
	<b>Aggregate amount of unquoted investments</b>	-	<b>0.06</b>

**Notes to financial statements for the year ended on March 31, 2022**

**Note : 5 Trade Receivables**

**Rs. In Lakh**

Sr. No	Particulars	As at 31-Mar- 2022	As at 31-Mar-2021
<b>A</b>	<b><u>Non Current</u></b>		
	Undisputed Trade receivables - Considered good	-	-
	Undisputed Trade receivables - which have significant increase in risk	-	-
	Undisputed Trade receivables - credit impaired	-	-
	Disputed Trade receivables - Considered good	-	-
	Disputed Trade receivables - which have significant increase in risk	-	-
	Disputed Trade receivables - credit impaired	-	-
<b>B</b>	<b><u>Current</u></b>		
	Undisputed Trade receivables - Considered good	-	1.71
	Undisputed Trade receivables - which have significant increase in risk	-	-
	Undisputed Trade receivables - credit impaired	-	-
	Disputed Trade receivables - Considered good	-	-
	Disputed Trade receivables - which have significant increase in risk	-	-
	Disputed Trade receivables - credit impaired	-	-
		-	<b>1.71</b>

**Note : Allowance for bad and doubtful debts shall be disclosed under the relevant heads separately.**

**A As at March 31, 2022**

Sr No	Particulars	Outstanding for following periods from due date of receipt				
		Less than 6 months	6 Months - 1 year	1-2 Years	2-3 Years	More than 3 years
1	Undisputed Trade receivables - Considered good					
2	Undisputed Trade receivables - which have significant increase in risk					
3	Undisputed Trade receivables - credit impaired					
4	Disputed Trade receivables - Considered good					
5	Disputed Trade receivables - which have significant increase in risk					
6	Disputed Trade receivables - credit impaired					
	<b>Total</b>	-	-	-	-	-

**B As at March 31, 2021**

Sr No	Particulars	Outstanding for following periods from due date of receipt				
		Less than 6 months	6 Months - 1 year	1-2 Years	2-3 Years	More than 3 years
1	Undisputed Trade receivables - Considered good	-	1.71	-	-	-
2	Undisputed Trade receivables - which have significant increase in risk					
3	Undisputed Trade receivables - credit impaired					
4	Disputed Trade receivables - Considered good					
5	Disputed Trade receivables - which have significant increase in risk					
6	Disputed Trade receivables - credit impaired					
	<b>Total</b>	-	<b>1.71</b>	-	-	-

**Notes to financial statements for the year ended on March 31, 2022**
**Rs. In Lakh**

Notes	Particulars	As at 31-Mar- 2022	As at 31-Mar-2021
<b>6</b>	<b>Loan Receivables</b>		
(a)	<b>Non Current</b>		
	Loan to related parties	-	-
	Other Loans	-	-
(b)	<b>Current</b>		
	Loan to related parties	-	-
	Other Loans	-	-
<b>7</b>	<b>Other Financial assets(Non-Current)</b>		
<b>8</b>	<b>Deferred Tax Assets (Net):</b>		
	Deferred Tax Assets opening	14.60	15.04
	Reversal for timing differences	7.64	0.35
	Deferred tax asset on investment sold	0.02	-0.09
		<b>6.98</b>	<b>14.60</b>
<b>9</b>	<b>Other Non Current Assets</b>		
	Capital Advances	20.00	-
	Note: In sink with the new business plan the Company is in process of buying land parcel for development of Commercial & Residential Project and has given advance of Rs 20.00 Lakh for Purchase of land near Mumbai		
	Advances to directors or officers of the company	-	-
<b>10</b>	<b>Inventories</b>		
	(a) Raw Materials	-	-
	(b) Work-in-Progress	-	-
	(c) Finished Goods	-	-
	(d) Stock-in-trade (goods acquired for trading) Stock-in-Trade-shares and securities	-	82.56
<b>11</b>	<b>Cash and cash equivalents</b>		
	(a) Balances with Banks	186.61	0.46
	(b) Cheques, Drafts on hand	-	-
	(c) Cash on Hand	0.40	0.86
		<b>187.01</b>	<b>1.32</b>
<b>11a</b>	<b>Bank balances other than cash and cash equivalents</b>		
	(a) Balance held as Margin Money	-	-
	(b) Term Deposits with original maturity over 3 months but less than 12 months	0.10	106.12
<b>12</b>	<b>Other Current Financial assets</b>		
	Interest Accrued & Due	-	2.72

**Notes to financial statements for the year ended on March 31, 2022**

**Rs. In Lakh**

Notes	Particulars	Rs. In Lakh	
		As at 31-Mar- 2022	As at 31-Mar-2021
13	<b>Current Tax Assets</b>		
	TDS Receivables	3.69	0.15
	GST Receivables	1.06	0.53
		<b>4.75</b>	<b>0.68</b>
14	Other current assets(Advances to Supplier of services)	0.07	0.07
	<b>Other Current Assets</b>		
	Advances other than capital advances :	-	-
	<b>Security Deposit</b>		
	<b>Advance to related parties</b>		
	<b>Other advances</b>		
	Advances to directors or other officers of company	-	-

**Note 15 (a) : Equity Share capital**

**Rs. In Lakh**

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	Number	Rs.	Number	Rs.
<b>Authorised Capital</b>				
Equity Shares of Rs.10/- each.	50.00	500.00	50.00	500.00
	50.00	500.00	50.00	500.00
<b>Issued, subscribed and fully paid up share capital</b>				
Equity Shares of Rs. 10/- each, Fully paid up	33.57	335.73	33.57	335.73
	<b>33.57</b>	<b>335.73</b>	<b>33.57</b>	<b>335.73</b>

**Notes:**

**(a) Reconciliation of the number of the shares outstanding at the beginning and at the end of the reporting period:**

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	Number	Rs.	Number	Rs.
As the beginning of the year/ period	33.57	335.73	33.57	335.73
Share capital issued during the year/ period	-	-	-	-
Outstanding at the end of the year/ period	33.57	335.73	33.57	335.73

**Notes to financial statements for the year ended on March 31, 2022**
**(b) Details of shareholder holder more than 5% shares in the Company**

S. No	Particulars	As at 31st March, 2022		As at 31st March, 2021	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Patel Ghanshyambhai Nanjibhai	9,75,530	29.06	-	-
2	Patel Pareshbhai Nanjibhai	9,83,957	29.31	-	-
3	Ravindra K. Goyal	-	-	3,20,997	9.56
4	Devendra Kumar Goyal	-	-	4,35,622	12.98
5	Dhananjay Financial Services P. Ltd	-	-	2,46,200	7.33
6	Usha Devendra Goyal	-	-	2,75,400	8.20
7	Pooja Pankaj Bansal	-	-	2,12,726	6.34

**(c) Shareholding of Promoters**
**Shares held by promoters as at March 31, 2022**

S. No	Promoter name	No. of Shares	% of total shares	% Change during the year
1	Ghanshyambhai Nanjibhai Patel	9,75,530	29.06	29.06
2	Pareshbhai Nanjibhai Patel	9,83,957	29.31	29.31
	<b>Total</b>	<b>19,59,487</b>	<b>58.36</b>	<b>58.36</b>

**Shares held by promoters as at March 31, 2021**

S. No	Promoter name	No. of Shares	% of total shares	% Change during the year
1	Ravindra K. Goyal	3,20,997	9.56	-
2	Devendra Kumar Goyal	4,35,622	12.98	-
3	Dhananjay Financial Services P. Ltd	2,46,200	7.33	-
4	Usha Devendra Goyal	2,75,400	8.20	-
5	Pooja Pankaj Bansal	2,12,726	6.34	-
	<b>Total</b>	<b>14,90,945</b>	<b>44.41</b>	<b>-</b>

The Company has not allotted any equity shares as fully paid up without payment being received in cash or as Bonus Shares or Bought back any equity shares. In pursuance the Share Purchase agreement (SPA) New Management come in place of Old Management by purchasing of Share.

The company has only one Class of Equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by each shareholder.

**Notes to financial statements for the year ended on March 31, 2022**

**Note 15 (b) : Other Equity**

**Rs. In Lakh**

Sr. No	Particulars	As at 31st March, 2022	As at 31st March, 2021
1	Securities Premium	66.80	66.80
2	Surplus ( Profit & Loss Account)	-185.25	-184.88
3	Other Comprehensive Income	0.10	0.10
	<b>Total</b>	<b>-118.35</b>	<b>-117.98</b>

**Note 16 : Trade Payables**

**Rs. In Lakh**

Sr. No	Particulars	As at 31st March, 2022	As at 31st March, 2021
<b>1</b>	<b>Non Current</b>		
	Total outstanding dues of micro enterprises and small enterprises	-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
<b>2</b>	<b>Current</b>		
	Total outstanding dues of micro enterprises and small enterprises	-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
		-	-

**Trade Payables Ageing Schedule**

**As at March 31, 2022**

Sr No	Particulars	Outstanding for following periods from due date of Payment				
		Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
	<b>Total</b>	-	-	-	-	-

**As at March 31, 2021**

Sr No	Particulars	Outstanding for following periods from due date of Payment				
		Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
	<b>Total</b>	-	-	-	-	-

**Payable to MSME Suppliers**

Information required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and Schedule III of the Companies Act, 2013 for the year ended March 31, 2022. This information has been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by auditors.

Sr No	Particulars	Outstanding for following periods from due date of Payment				
		Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
	<b>Total</b>	-	-	-	-	-



**Notes to financial statements for the year ended on March 31, 2022**

Rs. In Lakh

Notes	Particulars	As at 31-Mar- 2022	As at 31-Mar-2021
<b>17</b>	<b>Other Financial Liabilities</b>		
	Non Current	-	-
	Current	-	-
	<b>Provisions</b>	-	-
	Non Current	-	-
	Provision for employee benefits	-	-
	Others	-	-
	<b>Current</b>	-	-
	Provision for employee benefits	1.00	4.15
	Others-Provision for expenses	0.47	0.58
		<b>1.47</b>	<b>4.73</b>
	<b>Deferred tax liabilities (net)</b>	-	-
	<b>Other Non-Current Liabilities</b>	-	-
	<b>Other Current Liabilities</b>	-	-
<b>18</b>	<b>Current Tax Liabilities</b>		
	Professional Tax Payable	-	-
	TDS Payable-AY 2021-22	-	0.03
	TDS Payable-AY 2022-23	0.06	-
		<b>0.06</b>	<b>0.03</b>
<b>19</b>	<b>Revenue from Operations</b>		
	<b>Sales of Products / Turnover</b>		
	Sale of Securities	106.97	2.64
	<b>Sale of services</b>		
	Consultancy Fees	2.55	2.70
	<b>Other Operating Revenue</b>		
	Interest on Fixed Deposits	4.36	6.63
	Other Operating Income	0.19	0.15
	<b>Total</b>	<b>114.07</b>	<b>12.12</b>
<b>20</b>	<b>Other Income</b>		
	Interest Income-On loan	1.04	0.37
	Dividend Income	0.61	0.33
	Other Non-Operating Income (net of expenses directly attributable to such income)	-	-
	<b>Total</b>	<b>1.65</b>	<b>0.70</b>
	<b>Total income</b>	<b>115.72</b>	<b>12.82</b>
<b>21</b>	<b>Cost of Material Consumed</b>	-	-

**Notes to financial statements for the year ended on March 31, 2022**

Rs. In Lakh

Notes	Particulars	As at 31-Mar- 2022	As at 31-Mar-2021
22	<b>Purchase of stock in trade</b> Others-Share and Securities for Trading	3.60	0.94
23	<b>Changes in inventory of finished goods, stock in trade and WIP</b>		
	<b>Opening Stock</b>		
	(i) Stock of shares for Trading	82.56	74.91
	<b>Closing Stock</b>		
	(i) Stock of shares for Trading	0.00	82.56
	Change in inventory	<b>82.56</b>	<b>-7.66</b>
24	<b>Employee Benefit Expenses</b>		
	Salaries and Wages	6.98	6.40
	Contribution to Provident Fund and Other Funds	-	-
	Expense on Employee Stock Option Scheme (ESOP) and Employee Stock Purchase Plan (ESPP)	-	-
	Staff welfare expenses	0.33	0.11
		<b>7.31</b>	<b>6.51</b>
25	<b>Finance Costs</b>		
	Interest expense -Bank OD	0.07	0.00
		<b>0.07</b>	<b>0.00</b>
26	<b>Other Expenses</b>		
	Auditors Remuneration	0.65	0.20
	Telephone Expenses	0.20	0.03
	Printing & Stationary	0.52	0.15
	Listing fees	3.00	3.00
	Registrar & transfer Fees	0.57	0.55
	Advertisement Expenses	0.17	0.15
	Travelling & Conveyance	0.70	0.12
	Legal & professional fees	0.42	0.38
	Fine	0.00	1.06
	Office Rent	0.50	-
	Miscellaneous Expenses	1.61	1.50
		<b>8.35</b>	<b>7.15</b>

**Notes to financial statements for the year ended on March 31, 2022**
**Note 27 : Other Comprehensive income for 12 months ended**
**Rs. In Lakh**

Sr. No	Particulars	Amount (Rs.)
<b>A</b>	<b>For the year ended March 31, 2022</b>	
	Investment as 31.03.2021 (Market Value)	5.72
	Investment as 31.03.2022 (Market Value)	5.56
	<b>Difference in Investment (Profit)</b>	<b>-0.16</b>
	<b>Deferred Tax Liability @10.4%</b>	<b>0.02</b>
	Net other Comprehensive Income	-0.15
<b>B</b>	<b>For the year ended March 31, 2021</b>	
	Investment as 31.03.2020 (Market Value)	4.86
	Investment as 31.03.2021 (Market Value)	5.72
	<b>Difference in Investment (Profit)</b>	<b>0.86</b>
	<b>Deferred Tax Liability @10.4%</b>	<b>-0.09</b>
	Net other Comprehensive Income	0.77

**Note : 28 Income Tax**
**A. Tax expense recognised in the statement of Profit and Loss:**
**Rs. In Lakh**

Particulars	2021-22	2020-21
Current Tax	0.15	0.92

**B. Reconciliation of income tax expense applicable to accounting profit before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as under:**

Particulars	2021-22	2020-21
Profit before tax	13.82	5.87
Enacted tax rate in India*	25.17%	15.60%
	3.48	0.92
<b>Disallowances</b>		
Effects of exempt income	-	-
Tax effects on expenditure not deductible	0.02	-
Effects on income not chargeable to tax	-	-
Set off of B/f Losses	(3.34)	
Others	-	0.00
Total	0.15	0.92
Effective tax rate	1.11%	15.65%
*( Minimum Alternate Tax-in 2020-21)		

**Notes to financial statements for the year ended on March 31, 2022**

**C. The movement in deferred tax assets/ liabilities during the year ended March 31, 2022**

Particulars	As at 31st March, 2021	Credit/ (charge) in Statement of Profit& Loss	As at 31st March, 2022
Deferred Tax Asset/ Liabilities			
Carry forward loss from business	15.03	(7.64)	7.40
Depreciation	(0.00)	(0.00)	(0.00)
Inventories	(0.43)	-	(0.43)
Investment	(0.00)	0.02	0.01
<b>Total</b>	<b>14.60</b>	<b>(7.62)</b>	<b>6.98</b>
<b>Unused tax assets (MAT Credit Entitlement)</b>	7.00	-	7.00
less: Reversed on adoption of new tax regime	-	7.00	7.00
	7.00	-	-

**The movement in deferred tax assets/ liabilities during the year ended March 31, 2021**

Particulars	As at 31st March, 2020	Credit/ (charge) in Statement of Profit& Loss	As at 31st March, 2021
Deferred Tax Asset/ Liabilities:			
Carry forward loss from business	15.38	(0.35)	15.03
Depreciation	(0.00)	(0.00)	(0.00)
Inventories	(0.43)	-	(0.43)
Investment	0.09	(0.09)	(0.00)
<b>Total</b>	<b>15.04</b>	<b>(0.44)</b>	<b>14.60</b>
<b>Unused tax assets (MAT Credit Entitlement)</b>	6.08	0.92	7.00
less: Reversed during the year (change to new scheme of IT u/s 155 BAA	-	-	-
	-	-	7.00

**Notes to financial statements for the year ended on March 31, 2022**

The carrying amounts and fair values of financial instruments by category are as follows:

**Note 29: Financial Instruments**
**A. Categories of Financial Instruments**
**Rs. In Lakh**

Particulars	As at March 31, 2022		As at March 31, 2021		Fair Value Level
	Carrying Values	Fair Value	Carrying Values	Fair Value	
<b>Financial assets</b>					
<b>Measured at amortised cost:</b>					
Cash and cash equivalents	187.01	187.01	1.32	1.32	-
Bank Balance other than above	0.10	0.10	106.12	106.12	-
Loans	-	-	-	0.00	Level 2
Other financial assets	0.00	0.00	2.72	2.72	-
Sub-total (A)	187.10	187.10	110.16	110.16	
<b>Measured at fair value through other comprehensive income:</b>					
Investments	-	-	5.72	5.72	Level 1
Sub-total (B)	-	-	5.72	5.72	-
<b>Total (A)+(B)</b>	<b>187.10</b>	<b>187.10</b>	<b>115.88</b>	<b>115.88</b>	-
<b>Financial liabilities</b>	-	-	-	-	-
<b>Total Financial liabilities</b>	-	-	-	-	-

The carrying amount of cash and cash equivalents, other financial assets, other financial liabilities and trade payable are considered to be the same as their fair values due to their short term nature.

The management consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values

**Note 30**
**A. Capital risk management**

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and maintain an optimal capital structure to reduce the cost of capital.

The Company monitors Capital on the basis of following Debt Equity Ratio:

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Net Debt</b>	-	-
Total Equity	-	-
<b>Total Debt to Total Equity</b>	-	-

Company believes in conservative leverage policy. Its debt equity ratio is lower than the industry average.

**Notes to financial statements for the year ended on March 31, 2022**

**B. Risk management framework**

Board of Directors of the Company has developed and monitoring the Company's risk management policies. The Company has in place a Risk Management Policy to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through risk response strategies and mitigating actions.

**C. Financial risk management**

The Company is exposed to market risk, credit risk and liquidity risk which may adversely impact the fair value of it financial instruments. The Company's financial risk management policy is set and governed by overall direction of Board of Directors of the Company.

**The risk management policies aim to mitigate the following risks arising from the financial instruments**

**i. Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. Such changes in the values of financial instrument may result from changes in the interest rates and other market changes.

**Price Sensitivity analysis:**

The fair value of equity instruments held as Investment not held for trading purposes as at March 31, 2022 and March 31, 2021 was ₹ Nil Lakhs and ₹ 5.72 Lakhs respectively. A 5% change in price of equity instruments held as at March 31, 2022 and March 31, 2021 would result in:

**Rs. In Lakh**

% Change	Other Comprehensive Income (OCI)	
	As at March 31, 2022	As at March 31, 2021
5% Increase	-	0.29
5% Decrease	-	0.29

**ii. Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as the Company does not have borrowings as at the respective reporting date.

**iii. Credit risk management**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with credit worthy counterparties to mitigating the risk of financial loss from defaults.

The Company maintains its cash & cash equivalents and deposits with banks having good reputation and high quality credit rating.

**Notes to financial statements for the year ended on March 31, 2022**

**iv. Liquidity Risk**

The Company needs to ensure that all times, it meets its payment obligations on time. The Company is debt free and has, adequate liquidity, to meet its exigencies. These measures are considered by the management adequate to ensure that the Company is not exposed to any liquidity risk.

**v. Foreign currency risk management**

The Company's functional currency is Indian Rupees (INR). The Company does not have any foreign currency exposures.

**Note 31: Earning per Share**

**Rs. In Lakh**

Particulars	As at March 31, 2022	As at March 31, 2021
Profit for the year (As per Statement of Profit and Loss) (₹)	-0.37	6.29
Weighted average number of shares for calculating EPS	33.573	33.573
Earnings Per Share (Basic and Diluted) (Nominal value - Rs. 10 per share) (₹)	-0.01	0.19

**Note 32: Auditor Remuneration Includes:**

Particulars	As at March 31, 2022	As at March 31, 2021
Statutory Audit fees	0.65	0.20
In other capacity	-	-
<b>Total</b>	<b>0.65</b>	<b>0.20</b>

**Note 33: Disclosure on Related Party Transactions:**

Particulars	Name of Company
Parent Company	NA
Fellow Subsidiary Companies	NA
Entities over which major shareholders of holding company are able to exercise Significant Influence	NA

Key Managerial Personnel	Date of Resignation	Date of appointment
Mr. R.D.Goyal - Whole Time Director (brother of Mr. D.K.Goyal, Director)	10/02/2022	
Mr. J.K Panchal - Whole Time Director & CFO	10/02/2022	
Mr. Mohd Shakeel Kayamkhani - Company Secretary & Compliance Officer	10/02/2022	
Mr. Ghanshyambhai Nanjibhai Patel - Director		10/02/2022
Mr. Pareshbhai Nanjibhai Patel - Director		10/02/2022
Mr. Sachin Shivaji Wagh - Independent Director		10/02/2022
Mrs. Kinjal Bhavin Gandhi - Independent Director		10/02/2022
Mr. Parth Shashikantbhai Kakadiya - Non- Executive Director		30/03/2022
Ms. Riddhi Dilip Sidhpura - Company Secretary & Compliance Officer		30/03/2022
Mr. Mahesh Kumar Rajguru - Chief Financial Officer		10/02/2022

**Notes to financial statements for the year ended on March 31, 2022**

	<b>Mr. R.D.Goyal</b>		<b>Mr. J.K Panchal</b>	
	Whole Time Director		Whole Time Director & CFO	
Nature of Transactions	<b>2021-22</b>	<b>2020-21</b>	<b>2021-22</b>	<b>2020-21</b>
		<b>Rs.</b>		<b>Rs.</b>
Managerial Remuneration paid	1.65	0.00	1.65	0.00
Outstanding at year end	0.00	1.98	0.00	1.98

	<b>Mr. Mohd Shakeel Kayamkhani</b>	
	Company Secretary & Compliance Officer	
Nature of Transactions	<b>2021-22</b>	<b>2020-21</b>
		<b>Rs.</b>
Managerial Remuneration paid	2.00	2.20
Outstanding at year end	0.00	0.20

	<b>Mr. Mahesh Kumar Rajguru</b>	
	CFO	
Nature of Transactions	<b>2021-22</b>	<b>2020-21</b>
		<b>Rs.</b>
Managerial Remuneration paid	0.68	0.00
Outstanding at year end	1.00	0.00

**Note 34:** The outbreak of COVID – 19 virus, a global pandemic has affected the world economy including India. Consequent to significant opening up of the economic activity in the country, the unprecedented rise in the capital market is seen recently improved compared to that during the initial phases of Covid-19 including the lock down period.

**Note 35:** As Company's business activities fall within a single primary business segment, the disclosure requirements of Ind AS 108 are not applicable

**Note 36:** The additional information pursuant to Schedule III to the Companies Act, 2013 are either Nil or Not Applicable.

Since the Company has ceased to be NBFC as such surplus fund if any of the business is being parked in bank deposits, interest thereon is credited to the Profit & Loss account as part of business income.

**Note 37:** Previous year figures have been reclassified/regrouped, wherever necessary, to conform to current year's classification.

Significant Accounting Policies and Notes to Accounts **Note 1-37**

The accompanying notes are an integral part of Financials Statements

As per our report of even date attached **For and on behalf of the Board**

For M/s B. K. G. & Associates

Chartered Accountants

Firm Reg. No.: 114852 (W)

CA B. K. Gupta

Partner

Membership No. : 040889

UDIN: 22040889AKUJUJ8522

Place: Mumbai

Date: 27-05-2022

Ghanshyambhai Nanjibhai Patel

Managing Director

(DIN : 06647250 )

Mahesh Rajguru

(Chief Financial Officer)

Pareshbhai Nanjibhai Patel

Whole Time Director

(DIN : 07257928)

Riddhi Sidhpura

(Company Secretary & Compliance officer)





**YOGI LIMITED**

**(Formerly known as Parsharti Investment Limited)**

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