



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.
Tel.: 022-49428888 | E-mail: info@yogiltd.com | CIN : L70100MH1992PLC069958

To

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001.

Scrip Code – 511702

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2024 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/ Madam,

Pursuant to Regulation 24A of the Listing Regulations, please find enclosed the annual secretarial compliance report for the year ended 31st March, 2024.

This is for your information and records.

This will also be hosted on the Company's website, at www.yogiltd.com.

Thanking you,

FOR YOGI LIMITED



(Ghanshyambhai Patel)

Managing Director

Date: 29th May, 2024

Place: Mumbai



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SECRETARIAL COMPLIANCE REPORT OF YOGI LIMITED FOR FINANCIAL YEAR ENDED ON 31ST MARCH, 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Yogi Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at B/404, The Capital, G-Block, Bandra Kurla Complex Behind ICICI Bank, Bandra East, Mumbai 400051. Secretarial Review 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 our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on 31st March, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We M/s. Nishant Bajaj & Associates, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **Yogi Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification

For the year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, Include, as applicable:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – Not Applicable to the Company during the period under review.
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) circulars/ guidelines issued thereunder.

and based on the above examination, we hereby report that, during the review period:

- a) The listed entity has maintained proper records under the provisions of the above Regulations and Circulars/ Guidelines issued thereunder in so far as it appears from my/our examination of those records.
- b) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matter specified in **Annexure – A** to the report.
- c) The listed entity has taken the following actions to comply with the observations made in previous reports as appended as **Annexure – B** to the report.
- d) Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIRICFD/CMD1/114/2019 dated 18th October, 2019

| Particulars | Compliance Status (Yes/ No/ NA) | Observations/ Remarks by PCS* |
|--|------------------------------------|---|
| 1. Compliances with the following conditions while appointing/ re-appointing an auditor | | |
| I. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter, or II. If the auditor has resigned after 45 days from the end of a quarter of a financial year. The | NA | No resignation or appointment of Statutory Auditors during the period under review. |



| | | |
|---|-----------|--|
| <p>auditor before such resignation has issued the limited review/ audit report for such quarter as well as the next quarter, or</p> <p>III. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p> | | |
| <p>2 Other conditions relating to resignation of statutory auditor</p> | | |
| <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity material subsidiary such as non-availability of Information/ non-cooperation by the management which has hampered the audit process. The auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/ explanation from the company, the auditor has informed the</p> | <p>NA</p> | <p>No resignation or appointment of Statutory Auditors during the period under review.</p> |



| | | |
|---|-----------|--|
| <p>Audit Committee the details of information/ explanation sought and not provided by the management, as applicable</p> <p>c. The Audit Committee/ Board of Directors, as the case may be deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer In its audit report which is In accordance with the Standards of Auditing as specified by ICAI/NFRA in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> | | |
| <p>3 The listed entity/ its material subsidiary has obtained Information from the Auditor upon resignation, in the format as specified in Annexure A in SEBI Circular CIR/CFD/CMD1/11412019 dated 18th October 2019</p> | <p>NA</p> | <p>No resignation or appointment of Statutory Auditors during the period under review.</p> |



e) In terms of the NSE Circular Ref No: NSE/CML/2023/30 dated 10th April, 2023 and the BSE Circular No: 20230410-41 dated 10th April, 2023, and amendments therein, our affirmations, is appended as below:

| Sr. No. | Particulars | Compliance Status (Yes/No/ NA) | Observations / Remarks by PCS* |
|---------|--|--------------------------------|--------------------------------|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) | Yes | None |
| 2. | Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. | Yes | None |
| 3. | Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Company is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website | Yes | None |
| 4. | Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | Yes | None |
| 5. | Examine details related to Subsidiaries of the company: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | NA | None |
| 6. | Preservation of Documents: The company is preserving and maintaining records as | Yes | None |



| | | | |
|-----|--|-----|------------------|
| | prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | | |
| 7. | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | Yes | None |
| 8. | Related Party Transactions: (a) The Company has obtained prior approval of Audit Committee for all related party transactions; or (b) The Company has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. | Yes | None |
| 9. | Disclosure of events or information: The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | None |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | None |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: Action(s) has been taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. | Yes | Refer Annexure A |
| 12. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | Yes | None |



Annexure – A

| Sr. No. | Compliance Requirement (Regulations / circulars/ guide- lines including specific clause) | Regulation/ CircularNo. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|--|-------------------------|---|-----------------|----------------|--|------------------------|--|---|---------------------------------------|
| 1 | SEBI (LODR) Regulations, 2015 | Regulation 19 (1) & (2) | The Company has received a mail dated 21 st August, 2023 from BSE Ltd. for non-compliance. | BSE | Fine | Non-compliance w.r.t the chairperson of the NRC Committee. The chairperson of the listed company and NRC should not be the same. | 1,82,000/- plus taxes. | Company was in compliance of the same. There is no non-compliance. | Company was in compliance of the same. There is no non-compliance. However, due to ongoing in-principle activities, Company have paid this amount with an assurance from BSE to get | Company has filed wavier application. |



| | | | | | | | | | | |
|---|-------------------------------|-------------------|-----------------|-----|-------------|---|-------------|---|--------------------------------|---|
| | | | | | | | | | refund. | |
| 2 | SEBI (LODR) Regulations, 2015 | Regulation 27 (2) | Late submission | BSE | Levied Fine | Delay in reporting to Stock Exchange (BSE) by 1 day for June 2015 Quarter | 1,000/- | - | Default by earlier management. | The Management has paid the penalty Amount of Rs. 1,000/- |
| 3 | SEBI (LODR) Regulations, 2015 | Regulation 33 | Late submission | BSE | Levied Fine | Delay in reporting to Stock Exchange (BSE) by 1 day. | 5,000/- | - | Default by earlier management. | The Management has paid the penalty Amount of Rs. 5,000/-. |
| 4 | SEBI (LODR) Regulations, 2015 | Regulation 34 | Late submission | BSE | Levied Fine | Delay in reporting to Stock Exchange (BSE) by 31 days. | 31,000/- | - | Default by earlier management. | The Management has paid the penalty Amount of Rs. 31,000/-. |
| 5 | SEBI (LODR) Regulations, 2015 | Regulation 34 | Non-Submission | BSE | Fine | Delay in reporting to Stock Exchange (BSE) by 2431 days. | 41,83,000/- | - | Default by earlier management. | After various representations and wavier applications, the |



| | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | | management has paid penalty amount of Rs. 2,62,000/- |
|--|--|--|--|--|--|--|--|--|--|--|



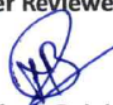
ANNEXURE B

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause) | Regu- lation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Obser- vations/ Remarks of the Practicing Company Secretary | Manage- ment Re- sponse | Remar ks |
|----------------|---|----------------------------|------------|-----------------|----------------|----------------------|-------------|---|-------------------------|----------|
| Not applicable | | | | | | | | | | |

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

FOR NISHANT BAJAJ & ASSOCIATES
Practicing Company Secretaries
Peer Reviewed Firm- 2582/2022



Nishant Bajaj
M.No.: 28341
CP No.: 21538
Date: 22nd May, 2024
Place: Mumbai
UDIN: F012990F000422795

