



## 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 Ltd.**

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

**Subject: Corrigendum to the Extra Ordinary General Meeting Notice:**

Dear Sir,

We enclose herewith a Corrigendum to Notice of Extra-Ordinary General Meeting of the members of Yogi Limited (*Formerly known as Parsharti Investment Limited*) to be held on Wednesday, 19<sup>th</sup> July, 2023 at The Orient Club, 9 Chowpatty Sea Face, Mumbai 400007. The Corrigendum to EGM Notice is also available on the website of the Company.

Request you to take the same on record.

Yours faithfully,

**FOR YOGI LIMITED**

**(Riddhi Dilip Sidhpura)**

**Company Secretary & Compliance Officer**

**Date: 14<sup>th</sup> July, 2023**

**Place: Mumbai**



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### **CORRIGENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING “EGM”**

**Yogi Limited** (Formerly known as *Parsharti Investment Limited*) (“Company”) has issued a notice dated 24<sup>th</sup> June, 2023 (“Notice of the EGM”) for convening the Extra-ordinary General Meeting of the members of the Company which is scheduled to be held on Wednesday, 19<sup>th</sup> day of July, 2023 at 4:00 P.M IST, at The Orient Club, 9 Chowpatty Sea Face, Mumbai 400007 to consider and approve the various resolution(s) as mentioned in the notice of EGM.

The Notice of the EGM has been dispatched to the shareholders of the Company in due compliance with the provisions of the Companies Act, 2013 read with the relevant rules made thereunder.

After the circulation of the notice, the Company has noticed that there are changes in the allottee details in the Notice of the EGM wherein Item No. 3 of the resolution & several details in explanatory statement is required to be revised. In order to rectify the above and to clearly articulate the purpose of the resolution, the company is circulating this corrigendum with respect to Agenda Item No. 3 of the Notice of the EGM.

#### **3. ISSUE, OFFER & ALLOT OF 30,00,000 EQUITY SHARES ON PREFERENTIAL BASIS:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 179 (3)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**“Companies Act”**), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the applicable rules, notifications, guidelines issued by various authorities subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities,



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as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as "**Board**" which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot 30,00,000 (Thirty Lakh) fully paid-up equity shares of the Company, having face value of Rs.10/- (Ten Only) each, on preferential basis, at an issue price of Rs. 27/- (Rupees Twenty Seven Only) per equity share (including a premium of Rs. 17/- (Rupees Seventeen Only) per equity share being the price determined in accordance with Chapter V of the SEBI ICDR Regulations, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard, aggregating up to Rs. 8,10,00,000/- (Rupees Eight Crore Ten Lakhs Only) to the following allottees ("Proposed Allottees").

Sr. No	Name of the Proposed Allottees	Address	Category	No. of equity shares to be allotted
1.	Vimlaben T Viradiya	Plot No. 221A, Street No. 6, Viayrajnagar, Bhavnagar, - 364001	Non-Promoter	76,000
2.	Ramaben AjayKumar Viradiya	"903-A, Aditya Tower, Chandavarkar Road, Above Standard Chartered Bank Borivali (West), Mumbai-400092"	Non-Promoter	38,000
3.	Shivani AjayKumar Viradiya	903-A, Aditya Tower, Chandavarkar Road, Above Standard Chartered Bank	Non-Promoter	76,000



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		Borivali (West), Mumbai-400092		
4.	Ayushi Dhanesh Kansara	B-3/605 Greenland Apartment, J.B. Nagar, Opp. Kohinoor Hotel, Andheri (East), Mumbai-400059	Non-Promoter	12,000
5.	Gaurav Babubhai Mangukiya	Plot No. 435-437/1, Braj Township Iscon Mega City, Viktoriya Park, Bhavnagar Takhteshwar, Gujrat-364002	Non-Promoter	56,000
6.	Asha G Mangukiya	Plot No. 435-437/1, Braj Township Iscon Mega City, Viktoriya Park, Bhavnagar Takhteshwar, Gujrat-364002	Non-Promoter	56,000
7.	Suman Vijaykumar Sandh	"5/C, Waterlook Appartment Parle Point Nr. Kamishnar Banglows Athvalines Surat-395007"	Non-Promoter	74,000
8.	Sanju Ganesh Sandh	804, Om Terrace New City Light, Nr. DRB College, Althan Surat - 395017	Non-Promoter	74,000
9.	Prakashchand Sandh HUF	504, Royal Place, Godh DOD Road, Surat - 395003	Non-Promoter	2,22,000
10.	Mahesh Kumar Naranbhai Jasoliya	13-D, Abhilasha Chs Ltd. Nana chowk 46, opp. August Kanti Marg, Mumbai-400036	Non-Promoter	1,15,000



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11.	Vandana Maheshkumar Jasoliya	13-D, Abhilasha Chs Ltd. Nana chowk 46, opp. August Kanti Marg, Mumbai-400036	Non- Promoter	1,15,000
12.	Parshotambhai Khodabhai Mangukia	A-702, Silver Stone River, Near Royal Park, Laxmikant Ashram Road, Surat-395004	Non- Promoter	1,86,000
13.	Shardaben Parshotambhai Mangukiya	A-702, Silver Stone River, Near Royal Park, Laxmikant Ashram Road, Surat-395004	Non- Promoter	1,15,000
14.	Hitesh Parshotambhai Mangukia	Flat No. 901 RNA Auroville Gujjar Lane Near Jain Derasar Santacruz (West) Mumbai- 400054	Non- Promoter	1,85,000
15.	Parita Hitesh Mangukiya	Flat No. 901 RNA Auroville Gujjar Lane Near Jain Derasar Santacruz (West) Mumbai- 400054	Non- Promoter	1,15,000
16.	Dharit N Dalal	701 Kamla Heights, 14-B Road Near IDBI Bank, Khar (West) Mumbai- 400052	Non- Promoter	74,000
17.	Rajesh L Sheta	Plot No. D-106, Street No.9, Ramnagar, Kaliyabid, Adhewada Bhavnagar Takhteshwar- 364002	Non- Promoter	19,000
18.	Sapana Rajeshbhai Sheta	Plot No. D-106, Street No.9, Ramnagar, Kaliyabid, Adhewada	Non- Promoter	19,000





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		Bhavnagar Takhteshwar- 364002		
19.	Rupal Mehulbhai Sheta	Plot No. D-106, Street No.9, Ramnagar, Kaliyabid, Adhewada Bhavnagar Takhteshwar- 364002	Non- Promoter	19,000
20.	Mehul L Sheta	Plot No. D-106, Street No.9, Ramnagar, Kaliyabid, Adhewada Bhavnagar Takhteshwar- 364002	Non- Promoter	19,000
21.	Asmita P Bhayani	Plot No. 39, Vrundavan Society Near Kaliyabid Water Tank Waghawadi Road, Bhavnagar- 364001	Non- Promoter	37,000
22.	Ashokbhai Vashrambhai Jethva	Plot No.40 Satkar Society Ghogha Road Bhavnagar- 364001	Non- Promoter	95,000
23.	Rohit Kumar Bachubhai Patel	302 Paan Villa Sarojini Road, Near MP Shah School, Vile Parle (West), Mumbai- 400056	Non- Promoter	1,66,000
24.	Pravinbhai Shamjibhai Mangukiya	21 Utsav Bldg, Near Maharashtra Bank, Podar Road, Santacruz (Wast), Mumbai-400054	Non- Promoter	1,15,000
25.	Rishil Pravinbhai Mangukiya	21 Utsav Bldg, Near Maharashtra Bank, Podar Road, Santacruz (West), Mumbai-400054	Non- Promoter	1,15,000



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26.	Rajakishor Gahan	311, Akruti Bldg No.3, 3rd floor Shastri Nagar, Bandra (East) Mumbai-400051	Non- Promoter	30,000
27.	Jayesh Kumar D Munjani	902, Sumer Heights, K.M. Munshi Raod, Opp. Bhartiya Vidya Bhava College, Girgaum Chowpaty, Grant Road, Mumbai- 400007	Non- Promoter	1,85,000
28.	Dharmendra Zaverbhai Chauhan	House No. 5 JMC Nagar Near Raiya Circle, Raiya Road Rajkot – 360005	Non- Promoter	93,000
29.	Jigna Ajaybhai Gohel	E-304, Haridwar Residency, Nr. Radha Vallabh Park, Akhilesh Circle, Bhavnagar-364002	Non- Promoter	20,000
30.	Shilpa Mehta	20th Floor, C- 2002 Plot D Indraprasth New Golden Nest, Phase – XVI Near Hanuman Mandir, 100 FT Road, Bhayander (East)-401105	Non- Promoter	38,000
31.	Sapna Jain	20th Floor, C- 2002 Plot D Indraprasth, New Golden Nest, Phase – XVI, Near Hanuman Mandir, 100 FT Road, Bhayander (East)-401105	Non- Promoter	38,000
32.	Hareshkumar Rajmalbhai Shah	32, Shivner Bldg, 84/B Nepean Sea Road, Mumbai Malabar Hill, Mumbai-400006	Non- Promoter	22,000
33.	Seema Haresh Shah	32, Shivner Bldg, 84/B Nepean Sea Road,	Non- Promoter	22,000



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		Mumbai Malabar Hill, Mumbai-400006		
34.	Khushali Haresh Shah	32, Shivner Bldg, 84/B Nepean Sea Road, Mumbai Malabar Hill, Mumbai-400006	Non- Promoter	22,000
35.	Smit Haresh Shah	32, Shivner Bldg, 84/B Nepean Sea Road, Mumbai Malabar Hill, Mumbai-400006	Non- Promoter	22,000
36.	Dinesh Dhanjibhai Italiya	Opp. Vishvakarma Baugh, 6, Laxmi Darshan, Bajaj Road, Vile Parle (West), Mumbai- 400056	Non- Promoter	22,000
37.	Sumita D Italiya	Opp. Vishvakarma Baugh, 6, Laxmi Darshan, Bajaj Road, Vile Parle (West), Mumbai-400056	Non- Promoter	22,000
38.	Hareshkumar Shah HUF	32, Shivner Bldg, 84/B Nepean Sea Road, Mumbai Malabar Hill, Mumbai-400006	Non- Promoter	22,000
39.	Dinesh Dhanjibhai Italiya HUF	Opp. Vishvakarma Baugh, 6, Laxmi Darshan, Bajaj Road, Vile Parle (West), Mumbai- 400056	Non- Promoter	22,000
40.	Sweli Darshit Morakhia	32, Shivner Bldg, 84/B Nepean Sea Road, Mumbai Malabar Hill, Mumbai-400006	Non- Promoter	22,000





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41.	Haresh Ganeshbhai Tavethia	1202, Vireshwer Heights, Phirojshah Mehta Road, Near Hanuman Mandir, Kunkuwadi, Mumbai-400057	Non- Promoter	27,000
42.	Geetaben H Tavethia	1202, Vireshwer Heights, Phirojshah Mehta Road, Near Hanuman Mandir, Kunkuwadi, Mumbai-400057	Non- Promoter	27,000
43.	Rajendra Nihalchand Surana	A/603, Bhisma Chs Ld. Vishal Nagar, Marve Road, Mald (West), Mumbai- 400064	Non- Promoter	19,000
44.	Beena Surana	A/603, Bhisma Chs Ld. Vishal Nagar, Marve Road, Mald (West), Mumbai- 400064	Non- Promoter	19,000
45.	Aayush Rajendra Surana	A/603, Bhisma Chs Ld. Vishal Nagar, Marve Road, Mald (West), Mumbai- 400064	Non- Promoter	19,000
46.	Aakansha Rajendra Surana	A/603, Bhisma Chs Ld. Vishal Nagar, Marve Road, Mald (West), Mumbai- 400064	Non- Promoter	19,000
47.	Rajendra N Surana HUF	A/603, Bhisma Chs Ld. Vishal Nagar, Marve Road, Mald (West), Mumbai- 400064	Non- Promoter	19,000
48.	Ashishbhai Vallabhbhai Dholakia	15/C, Abhilasha Appartment, 46/B A K Marg, Mumbai- 400007	Non- Promoter	56,000

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V and Regulation 161 of the SEBI ICDR Regulations, the 'Relevant Date' for the Preferential Issue of the Equity Shares is 19<sup>th</sup> June, 2023, being the date 30 (thirty) days prior to the date of the Extra Ordinary General Meeting.



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**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:-

- a. All equity shares by way of preferential issue shall be made fully paid-up at the time of allotment and the consideration must be paid from respective Proposed Allottees bank account;
- b. The equity shares to be issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- c. The equity shares to be allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;
- d. The equity shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, except to the extent and in the manner permitted there under;
- e. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- f. The equity shares so offered, issued and allotted will be listed on the BSE where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be;
- g. The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Companies Act and the SEBI ICDR Regulations containing the terms and conditions ("**Offer Document**") after passing of



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this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the stock exchange i.e., BSE and within the timelines prescribed under the applicable laws.

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

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

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



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giving effect to aforesaid resolution.”

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

### **Item No.3:**

The Board of Directors of the Company, in its meeting held on 02nd June, 2023 subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 30,00,000 Equity Shares carrying an entitlement to subscribe to an equivalent number of Equity Shares having face value of Rs. 10/- (Rupees Ten Only) at a premium of Rs. 17/- each on preferential basis to the proposed allottees as mentioned in the resolution no. 3.

In order to strengthen the financial position and meet working capital requirements of the Company the management has proposed the preferential issue of equity shares. The Company has accordingly proposed the preferential issue of its equity shares and as a reflection of the confidence that the promoters have in the future of the Company, the proposed allottee(s) belonging to non-promoter group have agreed to subscribe to and infuse further capital to strengthen its financial position and net worth.

The proposed Preferential Issue is in terms of the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

**As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the SEBI ICDR Regulations, necessary information or details in respect of the proposed preferential issue of equity shares are as under:**





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**a) Objects of the Issue:**

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

**b) Maximum number of specified securities to be issued**

It is proposed to offer, allot and issue up to 30,00,000 fully paid-up equity shares of the Company at an issue price of Rs. 27/- (Rupees Twenty Seven only) per equity share including securities premium of Rs. 17/- (Rupees Seventeen only) per equity share to non-promoter investors on a preferential basis.

**c) The price or price band at which the allotment is proposed:**

The proposed issue will be made at Rs. 27/- inclusive of face value of Rs. 10/- each and a premium of Rs. 17/- per equity share aggregating to Rs. 8,10,00,000 (Rupees Eight Crore Ten Lakh Only) to proposed allottee(s).

**d) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer/ Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

None of the promoters or key managerial personnel intend to subscribe to the offer.

**e) Pricing of preferential issue:**

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

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





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The Value derived through valuation report is Rs.25.80/- (Rupees Twenty Five and eighty paise Only) and the board approved price for issue of each Equity shares is Rs.27/- (Rupees Twenty Seven Only) which is more than the price derived through Valuation Report.

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

### **Justification for pricing of preferential issue**

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

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

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

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

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



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- II. **Price determined as per provisions of the Regulation 166A (1) of the SEBI (ICDR) Regulations:** In terms of Regulation 166A(1) of the SEBI (ICDR) Regulations, the Company has taken Valuation Report dated 22<sup>nd</sup> June, 2023 from Saket Kumar Jain, Registered Valuer (Reg. No. IBBI/RV/02/2020/13002), arriving at Rs. 25.80/- and the copy of the same has been hosted on the website of the Company which can be accessed at [www.yogiltd.com](http://www.yogiltd.com)

The issue price for this Preferential Issue is Rs. 27/- per equity share (Face Value Rs. 10/- each including Premium of Rs. 17/- each). Since the Shares of the Company are not frequently traded shares; price determination in accordance with Regulation 164(1) of SEBI (ICDR) Regulations is not applicable and price determined by Registered Valuer is considered as per Regulation 166A(1) and 165 of SEBI (ICDR) Regulations.

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

**f) Name and address of the Valuer who performed valuation:**

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

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

The Board of Directors (“**Board**”) of the Company at its meeting held on 02<sup>nd</sup> June, 2023 has approved the issuance of 30,00,000 equity shares of Rs. 10/- each, on a preferential basis (“**Preferential Issue**”), to the Proposed Allottee(s) at an issue price of Rs. 27/- (Rupees Twenty seven only) per equity share including securities premium of Rs. 17/- (Rupees Seventeen only) per equity share, being the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board, in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.



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- h) **Relevant date with reference to which the price has been arrived at:** The “Relevant Date” as per the ICDR Regulations for determining the minimum price for the preferential issue of Equity Shares is 19<sup>th</sup> June, 2023 being 30 days prior to the date of the Extra Ordinary General Meeting i.e. Wednesday, 19th July, 2023
- i) **The class or classes of persons to whom allotment is proposed to be made**

Name & Address of the Proposed Allottee(s)	Permanent Account No.	Class or classes of persons	Number of Equity Shares to be allotted
Vimlaben T Viradiya	AFIPV8697R	Non-Promoter	76,000
Ramaben AjayKumar Viradiya	ACSPV3445J	Non-Promoter	38,000
Shivani AjayKumar Viradiya	BPQPV3468H	Non-Promoter	76,000
Ayushi Dhanesh Kansara	BVSPK9752R	Non-Promoter	12,000
Gaurav Babubhai Mangukiya	AHBPP9616K	Non-Promoter	56,000
Asha G Mangukiya	AQZPM8708L	Non-Promoter	56,000
Suman Vijaykumar Sandh	ACIPS4719C	Non-Promoter	74,000
Sanju Ganesh Sandh	ACIPS4718D	Non-Promoter	74,000
Prakashchand Sandh HUF	AAGHS0720R	Non-Promoter	2,22,000
Mahesh Kumar Naranbhai Jasoliya	AGBPP1107C	Non-Promoter	1,15,000
Vandana Maheshkumar Jasoliya	AFJPJ5346N	Non-Promoter	1,15,000
Parshotambhai Khodabhai Mangukia	ADLPP6332N	Non-Promoter	1,86,000
Shardaben Parshotambhai Mangukiya	BTWPM2521C	Non-Promoter	1,15,000
Hitesh Parshotambhai Mangukia	AGAPM6248C	Non-Promoter	1,85,000
Parita Hitesh Mangukiya	AJPPM5079F	Non-Promoter	1,15,000
Dharit N Dalal	BRPPD7065P	Non-Promoter	74,000
Rajesh L Sheta	BLIPS3698J	Non-Promoter	19,000
Sapana Rajeshbhai Sheta	EXZPS2872G	Non-Promoter	19,000
Rupal Mehulbhai Sheta	BCPPP7906Q	Non-Promoter	19,000



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Mehul L Sheta	BLIPS3699K	Non-Promoter	19,000
Asmita P Bhayani	AOEPB1430P	Non-Promoter	37,000
Ashokbhai Vashrambhai Jethva	AGTPJ3684L	Non-Promoter	95,000
Rohit Kumar Bachubhai Patel	ACYPD8169K	Non-Promoter	1,66,000
Pravinbhai Shamjibhai Mangukiya	ACXPM5847J	Non-Promoter	1,15,000
Rishil Pravinbhai Mangukiya	CMKPM9281R	Non-Promoter	1,15,000
Rajakishor Gahan	ATCPG0583B	Non-Promoter	30,000
Jayesh Kumar D Munjani	AFPPM4879P	Non-Promoter	1,85,000
Dharmendra Zaverbhai Chauhan	AGYPC9872G	Non-Promoter	93,000
Jigna Ajaybhai Gohel	AIUPG8851B	Non-Promoter	20,000
Shilpa Mehta	CAMPM5700P	Non-Promoter	38,000
Sapna Jain	AVRPJ0973F	Non-Promoter	38,000
Hareshkumar Rajmalbhai Shah	AAVPS2772G	Non-Promoter	22,000
Seema Haresh Shah	AXFPS1272E	Non-Promoter	22,000
Khushali Haresh Shah	DMOPS3323D	Non-Promoter	22,000
Smit Haresh Shah	ELZPS5538D	Non-Promoter	22,000
Dinesh Dhanjibhai Italiya	AAAPI4645P	Non-Promoter	22,000
Sumita D Italiya	AAQPI1257B	Non-Promoter	22,000
Hareshkumar Shah HUF	AADHH5180B	Non-Promoter	22,000
Dinesh Dhanjibhai Italiya HUF	AAHHD1845D	Non-Promoter	22,000
Sweli Darshit Morakhia	CHVPS4154D	Non-Promoter	22,000
Haresh Ganeshbhai Tavethia	AADPT7437K	Non-Promoter	27,000
Geetaben H Tavethia	AHMPT6224G	Non-Promoter	27,000
Rajendra Nihalchand Surana	ABAPS7795M	Non-Promoter	19000
Beena Surana	ABEPS1626F	Non-Promoter	19000
Aayush Rajendra Surana	BINPS1337Q	Non-Promoter	19000
Aakansha Rajendra Surana	BINPS1338Q	Non-Promoter	19000
Rajendra N Surana HUF	AAEHR1336J	Non-Promoter	19000
Ashishbhai Vallabhbhai Dholakia	AAKPD1052F	Non-Promoter	56000





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

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

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

Proposed Allottee(s)	Prior holding		New Equity shares to be allotted	Post holding	
	No. of Shares held	% of shareholding		No. of Shares held	% of shareholding
Vimlaben T Viradiya			76,000	76,000	0.46
Ramaben AjayKumar Viradiya	-	-	38,000	38,000	0.23
Shivani AjayKumar Viradiya	-	-	76,000	76,000	0.46
Ayushi Dhanesh Kansara	-	-	12,000	12,000	0.07
Gaurav Babubhai Mangukiya	-	-	56,000	56,000	0.34
Asha G Mangukiya	-	-	56,000	56,000	0.34
Suman Vijaykumar Sandh	-	-	74,000	74,000	0.45
Sanju Ganesh Sandh	-	-	74,000	74,000	0.45
Prakashchand Sandh HUF	-	-	2,22,000	2,22,000	1.36
Mahesh Kumar Naranbhai Jasoliya	-	-	1,15,000	1,15,000	0.70
Vandana Maheshkumar Jasoliya	-	-	1,15,000	1,15,000	0.70
Parshotambhai Khodabhai Mangukia	-	-	1,86,000	1,86,000	1.14





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Shardaben Parshotambhai Mangukiya	-	-	1,15,000	1,15,000	0.70
Hitesh Parshotambhai Mangukia	-	-	1,85,000	1,85,000	1.13
Parita Hitesh Mangukiya	-	-	1,15,000	1,15,000	0.70
Dharit N Dalal	-	-	74,000	74,000	0.45
Rajesh L Sheta	-	-	19,000	19,000	0.12
Sapana Rajeshbhai Sheta	-	-	19,000	19,000	0.12
Rupal Mehulbhai Sheta	-	-	19,000	19,000	0.12
Mehul L Sheta	-	-	19,000	19,000	0.12
Asmita P Bhayani	-	-	37,000	37,000	0.23
Ashokbhai Vashrambhai Jethva	-	-	95,000	95,000	0.58
Rohit Kumar Bachubhai Patel	-	-	1,66,000	1,66,000	1.01
Pravinbhai Shamjibhai Mangukiya	-	-	1,15,000	1,15,000	0.70
Rishil Pravinbhai Mangukiya	-	-	1,15,000	1,15,000	0.70
Rajakishor Gahan	-	-	30,000	30,000	0.18
Jayesh Kumar D Munjani	-	-	1,85,000	1,85,000	1.13
Dharmendra Zaverbhai Chauhan	-	-	93,000	93,000	0.57
Jigna Ajaybhai Gohel	-	-	20,000	20,000	0.12
Shilpa Mehta	-	-	38,000	38,000	0.23
Sapna Jain	-	-	38,000	38,000	0.23
Hareshkumar Rajmalbhai Shah	-	-	22,000	22,000	0.13
Seema Haresh Shah	-	-	22,000	22,000	0.13
Khushali Haresh Shah	-	-	22,000	22,000	0.13
Smit Haresh Shah	-	-	22,000	22,000	0.13



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Dinesh Dhanjibhai Italiya	-	-	22,000	22,000	0.13
Sumita D Italiya	-	-	22,000	22,000	0.13
Hareshkumar Shah HUF	-	-	22,000	22,000	0.13
Dinesh Dhanjibhai Italiya HUF	-	-	22,000	22,000	0.13
Sweli Darshit Morakhia	-	-	22,000	22,000	0.13
Haresh Ganeshbhai Tavethia	-	-	27,000	27,000	0.17
Geetaben H Tavethia	-	-	27,000	27,000	0.17
Rajendra Nihalchand Surana	-	-	19,000	19,000	0.12
Beena Surana	-	-	19,000	19,000	0.12
Aayush Rajendra Surana	-	-	19,000	19,000	0.12
Aakansha Rajendra Surana	-	-	19,000	19,000	0.12
Rajendra N Surana HUF	-	-	19,000	19,000	0.12
Ashishbhai Vallabhbhai Dholakia	-	-	56,000	56,000	0.34

**l) The change in control, if any, in the Company that would occur consequent to preferential offer:**

There shall be no change in the management or control over the Company, pursuant to the above mentioned preferential allotment. However, voting rights will change in the shareholding pattern as well as voting rights consequent to the preferential allotment.

**m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The company has allotted third and final tranche of 50,96,470 Equity shares pursuant to conversion of convertible warrants in the board meeting held on 29<sup>th</sup> May, 2023 for Preferential issue of warrants approved in Extra Ordinary General meeting held on 10<sup>th</sup> June, 2022.

**n) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.**



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**o) Lock in period:**

The Equity Shares being allotted shall be subject to a lock-in for such period as specified under Regulation 167 of SEBI (ICDR) Regulations, 2018.

**p) The shareholding pattern of the Company before and after the preferential issue:**

**Equity Share Capital**

No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of Share-holding	No. of Shares held	% of Share-holding
<b>A</b>	<b>Promoters holding:</b>				
<b>A1</b>	Indian:				
<b>1.</b>	Individuals/HUF	80,40,000	60.19	80,40,000	49.15
<b>2.</b>	Bodies Corporate				
<b>3.</b>	Financial Institutions/ Banks	-	-	-	-
<b>4.</b>	Trust	-	-	-	-
<b>5.</b>	Others	-	-	-	-
	<b>Sub-Total (A1)</b>	<b>80,40,000</b>	<b>60.19</b>	<b>80,40,000</b>	<b>49.15</b>
<b>A2</b>	Foreign Promoters	-	-	-	-
	<b>Sub-Total (A2)</b>	-	-	-	-
	<b>TOTAL A (A1+A2)</b>	<b>80,40,000</b>	<b>60.19</b>	<b>80,40,000</b>	<b>49.15</b>
<b>B</b>	<b>Non-Promoters holding:</b>				
<b>B1.</b>	<b>Institutions</b>				
	Financial Institutions/ Banks	-	-	-	-
	<b>Sub-Total (B1)</b>	-	-	-	-
<b>B2.</b>	<b>Non-Institution:</b>				
	Bodies Corporate	1,24,488	0.93	1,24,488	0.76
	Individuals	42,33,038	31.69	69,48,038	42.48



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	Clearing Members	2,457	0.02	2,457	0.015
	HUF	9,53,697	7.14	12,38,697	7.57
	NRI's	475	0.004	475	0.002
	KMP	3,158	0.02	3,158	0.019
	<b>Sub-Total (B2)</b>	<b>53,17,313</b>	<b>39.81</b>	<b>83,17,313</b>	<b>50.85</b>
	<b>TOTAL B (B1+B2)</b>	<b>53,17,313</b>	<b>39.81</b>	<b>83,17,313</b>	<b>50.85</b>
	<b>GRAND TOTAL (A+B)</b>	<b>1,33,57,313</b>	<b>100.00</b>	<b>1,63,57,313</b>	<b>100.00</b>

*\*The pre-issue shareholding specified is as on 29<sup>th</sup> May, 2023*

- q) The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them

Proposed Allottee(s)	Category	Natural persons who are the ultimate beneficial owners	Pre-issue holding	% to Pre issue Capital	No of equity shares proposed to Issue	% to post issue capital
Vimlaben T Viradiya	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	76,000	0.46
Ramaben AjayKumar Viradiya	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	38,000	0.23
Shivani AjayKumar Viradiya	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	76,000	0.46
Ayushi Dhanesh Kansara	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	12,000	0.07
Gaurav Babubhai Mangukiya	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	56,000	0.34



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Asha G Mangukiya	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	56,000	0.34
Suman Vijaykumar Sandh	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	74,000	0.45
Sanju Ganesh Sandh	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	74,000	0.45
Prakashchand Sandh HUF	Non-promoter	Prakashchand Sandh	NA	NA	2,22,000	1.36
Mahesh Kumar Naranbhai Jasoliya	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	1,15,000	0.70
Vandana Maheshkumar Jasoliya	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	1,15,000	0.70
Parshotambhai Khodabhai Mangukia	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	1,86,000	1.14
Shardaben Parshotambhai Mangukiya	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	1,15,000	0.70
Hitesh Parshotambhai Mangukia	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	1,85,000	1.13
Parita Hitesh Mangukiya	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	1,15,000	0.70
Dharit N Dalal	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	74,000	0.45
Rajesh L Sheta	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	19,000	0.12
Sapana Rajeshbhai Sheta	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	19,000	0.12
Rupal Mehulbhai Sheta	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	19,000	0.12





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Mehul L Sheta	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	19,000	0.12
Asmita P Bhayani	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	37,000	0.23
Ashokbhai Vashrambhai Jethva	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	95,000	0.58
Rohit Kumar Bachubhai Patel	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	1,66,000	1.01
Pravinbhai Shamjibhai Mangukiya	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	1,15,000	0.70
Rishil Pravinbhai Mangukiya	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	1,15,000	0.70
Rajakishor Gahan	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	30,000	0.18
Jayesh Kumar D Munjani	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	1,85,000	1.13
Dharmendra Zaverbhai Chauhan	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	93,000	0.57
Jigna Ajaybhai Gohel	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	20,000	0.12
Shilpa Mehta	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	38,000	0.23
Sapna Jain	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	38,000	0.23
Hareshkumar Rajmalbhai Shah	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	22,000	0.13
Seema Haresh Shah	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	22,000	0.13
Khushali Haresh Shah	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	22,000	0.13



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Smit Haresh Shah	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	22,000	0.13
Dinesh Dhanjibhai Italiya	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	22,000	0.13
Sumita D Italiya	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	22,000	0.13
Hareshkumar Shah HUF	Non-promoter	Hareshkumar Shah	NA	NA	22,000	0.13
Dinesh Dhanjibhai Italiya HUF	Non-promoter	Dinesh Dhanjibhai Italiya	NA	NA	22,000	0.13
Sweli Darshit Morakhia	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	22,000	0.13
Haresh Ganeshbhai Tavethia	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	27,000	0.17
Geetaben H Tavethia	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	27,000	0.17
Rajendra Nihalchand Surana	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	19,000	0.12
Beena Surana	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	19,000	0.12
Aayush Rajendra Surana	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	19,000	0.12
Aakashsha Rajendra Surana	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	19,000	0.12
Rajendra N Surana HUF	Non-promoter	Rajendra N Surana	NA	NA	19,000	0.12
Ashishbhai Vallabhbhai Dholakia	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	56,000	0.34



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Further, there is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares.

**r) Listing:**

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

**s) Practicing Company Secretary Certificate**

A certificate from M/s. Nishant Bajaj & Associates, Practicing Company Secretary certifying that the issue of equity shares is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and all also be available during the Extraordinary General Meeting. The same is also available at the website of the Company at [www.yogiltd.com](http://www.yogiltd.com).

**t) Disclosures as per Regulation 163(1)(j) pertaining to the Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter:**

There will be no change in the status of the allottees post the preferential issue. They shall remain to be the same i.e. Non-Promoter.

**u) Other Disclosures/Undertaking:**

1. Neither the Company, nor any of its Directors and / or Promoters have been declared as willful defaulter or fraudulent borrower by bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, undertaking required under Regulation 163 (1)(i) is not applicable.
2. Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.



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

3. The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
4. The Proposed Allottee(s) has confirmed that they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
5. The Company shall re-compute the price of the equity shares in terms of the provision of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 where it is required to do so;
6. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

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

None of Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company

This Corrigendum to the Notice of the EGM shall form an integral part of the Notice of the EGM which has already been circulated to the shareholders of the Company and on and from the date hereof, the Notice of the EGM shall always be read in conjunction with this Corrigendum.





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This Corrigendum will be available on the website of BSE Ltd. [www.bseindia.com](http://www.bseindia.com) and on the website of the Company [www.yogiltd.com](http://www.yogiltd.com). All other contents of the Notice of the EGM, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

**By Order of the Board**

Sd/-

**Riddhi Dilip Sidhpura**

**Company Secretary & Compliance Officer**

**Date: 14<sup>th</sup> July, 2023**

**Place: Mumbai**