



# 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

**Scrip code: 511702**

**Subject: Intimation of Extra Ordinary General Meeting of the Company schedule to be held on Wednesday, 19<sup>th</sup> July, 2023**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and any other applicable provision, we are pleased to inform that the Extra Ordinary General Meeting ("EGM") of the Members of Yogi Limited (*Formerly known as Yogi Limited*) ("the Company") will be held on Wednesday, 19<sup>th</sup> July, 2023 at 4:00 P.M. (IST) The Orient Club, 9 Chowpatty Sea Face, Mumbai 400007.

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

Commencement of remote e-voting	Saturday, 15 <sup>th</sup> July, 2023 at 9.00 a.m. (IST)
End of remote e-voting	Tuesday, 18 <sup>th</sup> July, 2023 at 5.00 p.m. (IST)

The remote e-voting module shall be disabled by CDSL for voting after Tuesday, 18<sup>th</sup> July, 2023 (05:00 P.M. IST).

Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Wednesday, 12<sup>th</sup> July, 2023 will be entitled to cast their votes by remote e-voting or e-voting during the EGM. The voting right of members shall be in proportion to their shares of the paid up equity share capital of the company as on cut-off date. Once the vote on a resolution is cast by the shareholder, the shareholder would not be allowed to change it subsequently. A person who is not a member on the cut-off date should accordingly treat the EGM Notice as for information purposes only.



## 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](mailto:info@yogiltd.com) | CIN L70100MH1992PLC069958

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

The Extra ordinary General Meeting Notice is also uploaded on the Company's website

Yours faithfully,

**FOR YOGI LIMITED**

**(Riddhi Dilip Sidhpura)**

**Company Secretary**

**Date: 24<sup>th</sup> June, 2023**

**Place: Mumbai**



# YOGI LIMITED

CIN : L70100MH1992PLC069958

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

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE YOGI LIMITED (FORMERLY KNOWN AS PARSHARTI INVESTMENT LIMITED) WILL BE HELD ON WEDNESDAY, 19<sup>TH</sup> JULY, 2023, AT 4:00 P.M. AT THE ORIENT CLUB, 9 CHOWPATTY SEA FACE, MUMBAI 400007, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS :**

**1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RS. 15,00,00,000 TO RS. 25,00,00,000:**

To consider and if thought fit to pass with or without modification (s), the following resolution as an **Ordinary resolution** :

**"RESOLVED THAT** pursuant to the provisions of Sections 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 15,00,00,000/- (Rupees Fifteen crore Only) consisting of 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Re.10/- (Ten) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) consisting of 2,50,00,000 (Two crore Fifty Thousand) Equity Shares of Re.10/- (Ten) each ranking Pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Ghanshyambhai Nanjibhai Patel, Managing Director or Mr. Pareshbhai Nanjibhai Patel, Wholetime Director, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or 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 giving effect to aforesaid resolution."

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

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

**"RESOLVED THAT** pursuant to the provisions of Section 13

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

V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five only) divided into 2,50,00,000 (Two Crore Fifty Thousand) equity shares of Rs. 10/- each.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Ghanshyambhai Nanjibhai Patel, Managing Director or Mr. Pareshbhai Nanjibhai Patel, Wholetime Director, Mr. Mahesh Kumar Rajguru, Chief Financial Officer or 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 giving effect to aforesaid resolution."

**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, 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.	Ajay Kumar Tulshibhai Viradiya	903-A, Aditya Tower, Chandavarkar Road, Above Standard Chartered Bank Borivali (West), Mumbai- 400092	Non- Promoter	38,000
2.	Vimlaben T Viradiya	Plot No. 221A, Street No. 6, Viayrajnagar, Bhavnagar, - 364001	Non- Promoter	38,000
3.	Ramaben AjayKumar Viradiya	903-A, Aditya Tower, Chandavarkar Road, Above Standard Chartered Bank Borivali (West), Mumbai- 400092	Non- Promoter	38,000
4.	Ajay Kumar Tulshibhai Viradiya HUF	903-A, Aditya Tower, Chandavarkar Road, Above Standard Chartered Bank Borivali (West), Mumbai- 400092	Non- Promoter	38,000
5.	Shivani AjayKumar Viradiya	903-A, Aditya Tower, Chandavarkar Road, Above Standard Chartered Bank Borivali (West), Mumbai- 400092	Non- Promoter	38,000
6.	Ayushi Dhanesh Kansara	B-3/605 Greenland Apartment, J.B. Nagar, Opp. Kohinoor Hotel, Andheri (East), Mumbai- 400059	Non- Promoter	12,000
7.	Gaurav Babubhai Mangukiya	Plot No. 435-437/1, Braj Township Iscon Mega City, Viktoriya Park, Bhavnagar Takhteshwar, Gujrat - 364002	Non- Promoter	56,000
8.	Asha G Mangukiya	Plot No. 435-437/1, Braj Township Iscon Mega City, Viktoriya Park, Bhavnagar Takhteshwar, Gujrat - 364002	Non- Promoter	56,000
9.	Suman Vijaykumar Sandh	5/C, Waterlook Apartment Parle Point Nr. Kamishnar Banglows Athvalines Surat- 395007	Non- Promoter	74,000
10.	Sanju Ganesh Sandh	804, Om Terrace New City Light, Nr. DRB College, Althan Surat - 395017	Non- Promoter	74,000
11.	Prakashchand Sandh HUF	504, Royal Place, Godh DOD Road, Surat - 395003	Non- Promoter	2,22,000
12.	Mahesh Kumar Naranbhai Jasoliya	13-D, Abhilasha Chs Ltd. Nana chowk 46, Opp. August Kanti Marg, Mumbai - 400036	Non- Promoter	1,15,000
13.	Vandana Maheshkumar Jasoliya	13-D, Abhilasha Chs Ltd. Nana chowk 46, Opp. August Kanti Marg, Mumbai - 400036	Non- Promoter	1,15,000

14.	Parshottambhai Khodabhai Mangukia	A-702, Silver Stone River, Near Royal Park, Laxmikant Ashram Road, Surat - 395004	Non- Promoter	1,86,000
15.	Shardaben Parshotambhai Mangukiya	A-702, Silver Stone River, Near Royal Park, Laxmikant Ashram Road, Surat - 395004	Non- Promoter	1,15,000
16.	Hitesh Parshotambhai Mangukia	Flat No. 901 RNA Auroville Gujjar Lane Near Jain Derasar Santacruz (West) Mumbai - 400054	Non- Promoter	1,85,000
17.	Parita Hitesh Mangukiya	Flat No. 901 RNA Auroville Gujjar Lane Near Jain Derasar Santacruz (West) Mumbai - 400054	Non- Promoter	1,15,000
18.	Dharit N Dalal	701 Kamla Heights, 14-B Road Near IDBI Bank, Khar (West) Mumbai- 400052	Non- Promoter	74,000
19.	Rajesh L Sheta	Plot No. D-106, Street No.9, Ramnagar, Kaliyabid, Adhewada Bhavnagar Takhteshwar - 364002	Non- Promoter	19,000
20.	Sapana Rajeshbhai Sheta	Plot No. D-106, Street No.9, Ramnagar, Kaliyabid, Adhewada Bhavnagar Takhteshwar - 364002	Non- Promoter	19,000
21.	Rupal Mehulbhai Sheta	Plot No. D-106, Street No.9, Ramnagar, Kaliyabid, Adhewada Bhavnagar Takhteshwar - 364002	Non- Promoter	19,000
22.	Mehul L Sheta	Plot No. D-106, Street No.9, Ramnagar, Kaliyabid, Adhewada Bhavnagar Takhteshwar - 364002	Non- Promoter	19,000
23.	Asmita P Bhayani	Plot No. 39, Vrundavan Society Near Kaliyabid Water Tank Waghawadi Road, Bhavnagar - 364001	Non- Promoter	37,000
24.	Ashokbhai Vashrambhai Jethva	Plot No.40 Satkar Society Ghogha Road Bhavnagar - 364001	Non- Promoter	95,000
25.	Sarju Sumatilal Shah	B/606, Chandanbala, 6 <sup>th</sup> Floor, RR Thakkar Marg, Opp. Malabar Hill Police Station, Malabar Hill, Mumbai - 400006	Non- Promoter	74,000
26.	Rajesh Sumatilal Shah	32, Prakash No. 1, 6 Floor, RR Thakkar Marg, Opp. Malabar Hill Police Station, Malabar Hill, Mumbai - 400006	Non- Promoter	74,000
27.	Rohit Kumar Bachubhai Patel	302 Paan Villa Sarojini Road, Near MP Shah School, Vile Parle (West), Mumbai - 400056	Non- Promoter	1,66,000
28.	Pravinbhai Shamjibhai Mangukiya	21 Utsav Bldg, Near Maharashtra Bank, Podar Road, Santacruz (Wast), Mumbai - 400054	Non- Promoter	1,15,000
29.	Rishil Pravinbhai Mangukia	21 Utsav Bldg, Near Maharashtra Bank, Podar Road, Santacruz (West), Mumbai - 400054	Non- Promoter	1,15,000
30.	Rajakishor Gahan	311, Akruiti Bldg No.3, 3 <sup>rd</sup> floor, Shastri Nagar, Bandra (East) Mumbai - 400051	Non- Promoter	30,000



31.	Jayesh Kumar D Munjani	902, Sumer Heights, K.M. Munshi Raod, Opp. Bhartiya Vidya Bhavan College, Girgaum Chowpaty, Grant Road, Mumbai- 400007	Non- Promoter	1,85,000
32.	Dharmendra Zaverbhai Chauhan	House No. 5 JMC Nagar Near Raiya Circle, Raiya Road Rajkot - 360005	Non- Promoter	93,000
33.	Jigna Ajaybhai Gohel	E-304, Haridwar Residency, Nr. Radha Vallabh Park, Akhilesh Circle, Bhavnagar - 364002	Non- Promoter	20,000
34.	Shilpa Mehta	20 <sup>th</sup> Floor, C- 2002 Plot D Indraprasth New Golden Nest, Phase - XVI Near Hanuman Mandir, 100 FT Road, Bhayander (East) - 401105	Non- Promoter	30,000
35.	Sapna Jain	20 <sup>th</sup> Floor, C- 2002 Plot D Indraprasth, New Golden Nest, Phase - XVI, Near Hanuman Mandir, 100 FT Road, Bhayander (East) - 401105	Non- Promoter	30,000
36.	Hareshkumar Rajmalbhai Shah	32, Shivner Bldg, 84/B Nepean Sea Road, Mumbai Malabar Hill, Mumbai - 400006	Non- Promoter	22,000
37.	Seema Haresh Shah	32, Shivner Bldg, 84/B Nepean Sea Road, Mumbai Malabar Hill, Mumbai - 400006	Non- Promoter	22,000
38.	Khushali Haresh Shah	32, Shivner Bldg, 84/B Nepean Sea Road, Mumbai Malabar Hill, Mumbai - 400006	Non- Promoter	22,000
39.	Smit Haresh Shah	32, Shivner Bldg, 84/B Nepean Sea Road, Mumbai Malabar Hill, Mumbai - 400006	Non- Promoter	22,000
40.	Dinesh Dhanjibhai Italiya	Opp. Vishvakarma Baugh, 6, Laxmi Darshan, Bajaj Road, Vile Parle (West), Mumbai - 400056	Non- Promoter	22,000
41.	Sumita D Italiya	Opp. Vishvakarma Baugh, 6, Laxmi Darshan, Bajaj Road, Vile Parle (West), Mumbai - 400056	Non- Promoter	22,000
42.	Hareshkumar R Shah HUF	32, Shivner Bldg, 84/B Nepean Sea Road, Mumbai Malabar Hill, Mumbai - 400006	Non- Promoter	22,000
43.	Dinesh Dhanjibhai Italiya HUF	Opp. Vishvakarma Baugh, 6, Laxmi Darshan, Bajaj Road, Vile Parle (West), Mumbai - 400056	Non- Promoter	22,000
44.	Sweli Darshit Morakhia	32, Shivner Bldg, 84/B Nepean Sea Road, Mumbai Malabar Hill, Mumbai - 400006	Non- Promoter	22,000
45.	Pukhraj Mehta	Bijainagar Kamla Factory Baral-2, Ajmer Bijainagar Rajasthan - 305624	Non- Promoter	33,000
46.	Haresh Ganeshbhai Tavethia	1202, Vireshwer Heights, Phirojshah Mehta Road, Near Hanuman Mandir, Kunkuwadi, Vileparle (East) Mumbai - 400057	Non- Promoter	20,000
47.	Geetaben H Tavethia	1202, Vireshwer Heights, Phirojshah Mehta Road, Near Hanuman Mandir, Kunkuwadi, Vileparle (East) Mumbai - 400057	Non- Promoter	20,000

**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 19th June, 2023, being the date 30 (thirty) days prior to the date of the Extra Ordinary General Meeting.

**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 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. Paresbhai 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 giving effect to aforesaid resolution."

**Registered Office:**  
B/404, The Capital, G-Block,  
Bandra Kurla Complex  
Behind ICICI Bank,  
Bandra East Mumbai 400051  
**CIN No: L70100MH1992PLC069958**  
Tel No.: 022- 49428888  
e-mail: info@yogiltd.com  
Website: www.yogiltd.com

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

**Sd/-  
Riddhi Dilip Sidhpura  
Company Secretary &  
Compliance Officer**

**Date: 24<sup>th</sup> June, 2023**

**Place: Mumbai**

## NOTES :

### 1. 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 17<sup>th</sup> July, 2023, 4:00 p.m. IST). A Proxy form MGT-11 is sent herewith.

### II. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

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

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

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

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

### VI. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participant(s) on or before Wednesday, 12<sup>th</sup> July, 2023.

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

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

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

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

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

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

### XII. The Company or its Registrars and Transfer Agents, Link IN Time India Private Limited. ("Link In Time") cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.

### XIII. Electronic copy of the Notice of the EGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance slip and Proxy form is being sent to all the members whose email IDs are registered with the Company/Depository participants(s) for communication purpose unless any member has requested for a hard copy of the same. For the members who have not registered their email address, physical copies of the notice of the EGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance slip and proxy form is being sent in the permitted mode.

### XIV. SEBI has notified that requests for effecting transfer of securities shall not be processed by listed entities unless the securities are held in the dematerialized form with a depository. In view of the above and to avail various other benefits of dematerialization like easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries, members are advised to dematerialize shares held by them in physical form.

### XV. To support green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner:

- 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

### XVI. M/s. Nishant Bajaj & Associates, Practicing Company Secretary (COP No.: 21538), has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.



XVII. The Scrutinizer shall after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVIII. 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.

**XX. 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 EGM 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 Saturday, 15<sup>th</sup> July, 2023 at 9.00 a.m. and ends on Tuesday, 18<sup>th</sup> July, 2023 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 Wednesday, 12<sup>th</sup> July, 2023 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<sup>th</sup> December, 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 above said 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 <b>CDSL</b>	<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> </ol>

Type of share holders	Login Method
	<p>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></p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be 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</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22 -23058542-43

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

**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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

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, if the aforesaid documents are not uploaded on the CDSL e-voting system, for 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 [info@yogilt.com](mailto:info@yogilt.com)
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.

4. 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.
5. All grievances connected with the e-voting facility may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> 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.

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

**Item No.1 & 2:**

The Current Authorised Share Capital of your Company is of Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

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

It is therefore considered advisable to increase the Authorized Share Capital to Rs. 25,00,00,000 (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Thousand) Equity Shares of Re.10/- (Rupees Ten) each.

Thus, the Authorized Share Capital of the Company would be Rs. 25,00,00,000 (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Thousand) Equity Shares of Re.10/- (Rupees Ten) each ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

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

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

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

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or

interested, financially or otherwise, in the above referred resolution except to the extent of their shareholding.

**Item No.3 :**

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 :**

**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.

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

**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.

**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, 19<sup>th</sup> 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
Ajay Kumar Tulshibhai Viradiya	ACSPV3447L	Non-Promoter	38,000
Vimlaben T Viradiya	AFIPV8697R	Non-Promoter	38,000
Ramaben AjayKumar Viradiya	ACSPV3445J	Non-Promoter	38,000
Ajay Kumar Tulshibhai Viradiya HUF	AAPHA0139R	Non-Promoter	38,000
Shivani AjayKumar Viradiya	BPQPV3468H	Non-Promoter	38,000
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
Mehul L Sheta	BLIPS3699K	Non-Promoter	19,000
Asmita P Bhayani	AOEPB1430P	Non-Promoter	37,000
Ashokbhai Vashrambhai Jethva	AGTPJ3684L	Non-Promoter	95,000
Sarju Sumatilal Shah	AADPS7722E	Non-Promoter	74,000
Rajesh Sumatilal Shah	AAGPS3238Q	Non-Promoter	74,000
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

Name & Address of the Proposed Allottee(s)	Permanent Account No.	Class or classes of persons	Number of Equity Shares to be allotted
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	CAMP5700P	Non-Promoter	30,000
Sapna Jain	AVRPJ0973F	Non-Promoter	30,000
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
Pukhraj Mehta	ADFP5892C	Non-Promoter	33,000
Haresh Ganeshbhai Tavethia	AADPT7437K	Non-Promoter	20,000
Geetaben H Tavethia	AHMPT6224G	Non-Promoter	20,000

**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 share holding		No. of Shares held	% of share holding
Ajay Kumar Tulshibhai Viradiya	-	-	38,000	38,000	0.23
Vimlaben T Viradiya			38,000	38,000	0.23
Ramaben AjayKumar Viradiya	-	-	38,000	38,000	0.23
Ajay Kumar Tulshibhai Viradiya HUF	-	-	38,000	38,000	0.23
Shivani AjayKumar Viradiya	-	-	38,000	38,000	0.23
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

Proposed Allottee(s)	Prior holding		New Equity shares to be allotted	Post holding	
	No. of Shares held	% of share holding		No. of Shares held	% of share holding
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
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
Sarju Sumatilal Shah	-	-	74,000	74,000	0.45
Rajesh Sumatilal Shah	-	-	74,000	74,000	0.45
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	-	-	30,000	30,000	0.18
Sapna Jain	-	-	30,000	30,000	0.18
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
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
Pukhraj Mehta	-	-	33,000	33,000	0.20
Haresh Ganeshbhai Tavethia	-	-	20,000	20,000	0.12
Geetaben H Tavethia	-	-	20,000	20,000	0.12

**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.**

**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:				
1.	Individuals/HUF	80,40,000	60.19	80,40,000	49.15
2.	Bodies Corporate				
3.	Financial Institutions/ Banks	-	-	-	-
4.	Trust	-	-	-	-
5.	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>-</b>	<b>-</b>	<b>-</b>	<b>-</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>-</b>	<b>-</b>	<b>-</b>	<b>-</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	69,29,038	42.36
	Clearing Members	2,457	0.02	2,457	0.015
	HUF	9,53,697	7.14	12,57,697	7.69
	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
Ajay Kumar Tulshibhai Viradiya	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	38,000	0.23
Vimlaben T Viradiya	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	38,000	0.23
Ramaben AjayKumar Viradiya	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	38,000	0.23
Ajay Kumar Tulshibhai Viradiya HUF	Non-promoter	Ajay Kumar Tulshibhai Viradiya	NA	NA	38,000	0.23
Shivani AjayKumar Viradiya	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	38,000	0.23
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
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
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
Sarju Sumatilal Shah	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	74,000	0.45
Rajesh Sumatilal Shah	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	74,000	0.45
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	30,000	0.18
Sapna Jain	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	30,000	0.18
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
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
Pukhraj Mehta	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	33,000	0.20
Haresh Ganeshbhai Tavethia	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	20,000	0.12
Geetaben H Tavethia	Non-promoter	Not Applicable, allottee being a natural person	NA	NA	20,000	0.12

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.

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

**Registered Office:**

B/404, The Capital, G-Block,  
Bandra Kurla Complex  
Behind ICICI Bank,  
Bandra East Mumbai 400051  
**CIN No: L70100MH1992PLC069958**  
Tel No.: 022- 49428888  
e-mail: info@yogiltd.com  
Website: www.yogiltd.com

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

**Sd/-  
Riddhi Dilip Sidhpura  
Company Secretary &  
Compliance Officer**

**Date: 24<sup>th</sup> June, 2023**

**Place: Mumbai**

**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 named 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 Extra Ordinary General Meeting of the Company, to be held on Wednesday, 19<sup>th</sup> July, 2023 at 4:00 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.	Increase in the Authorised Share Capital of the Company from Rs. 15,00,00,000 to Rs. 25,00,00,000		
2.	Alteration of Share Capital Clause of the Memorandum of Association of The Company		
3.	Approval for Issuance of 30,00,000 Equity Shares on Preferential Basis		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature of Shareholder

Signature of Proxy Holder(s)

Affix  
Revenue  
Stamp

**This page is intentionally left blank**

## 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 Extra Ordinary General Meeting of the Company at The Orient Club, 9 Chowpatty Sea Face, Mumbai 400007 on Wednesday, 19<sup>th</sup> July, 2023.

---

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

---

**Signature**

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

\*Applicable for member holding shares in electronic form

---

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

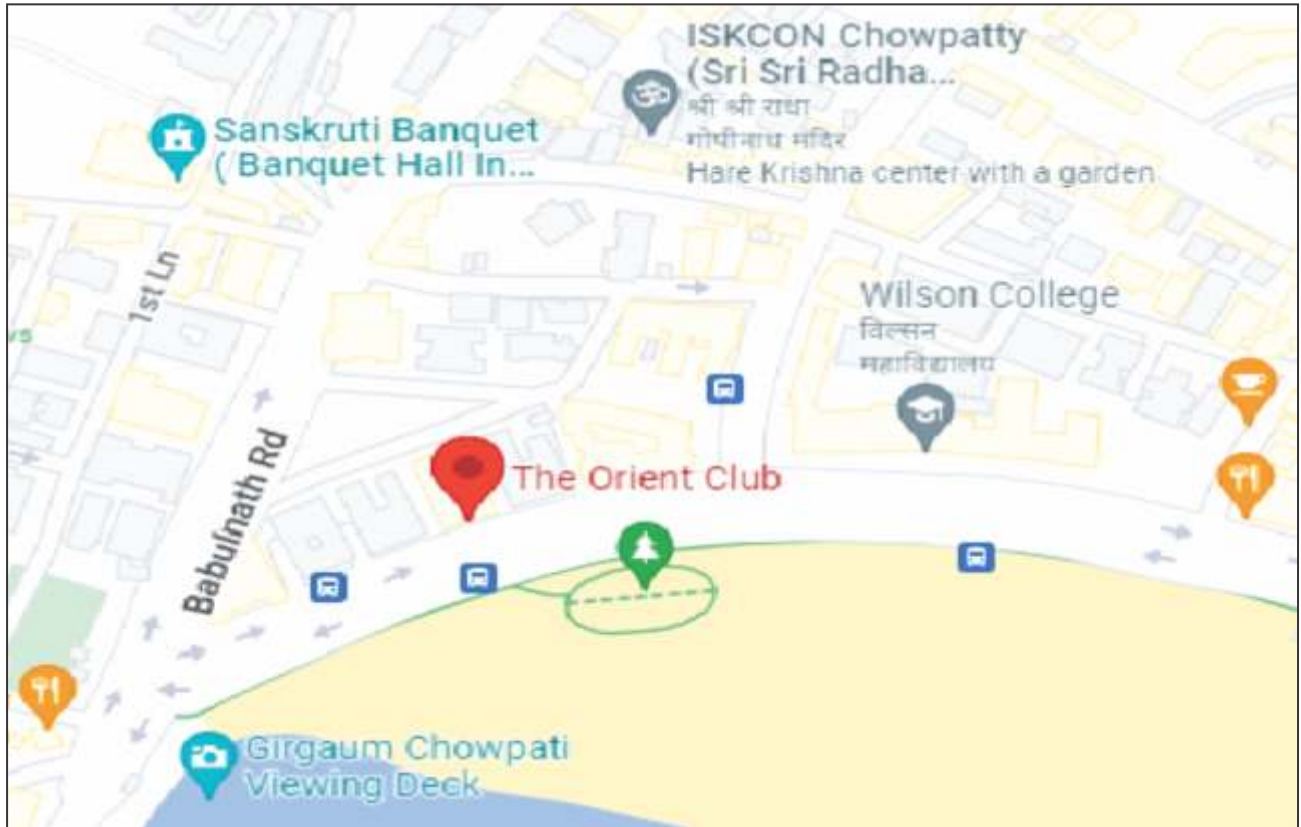
---

**Signature**



**This page is intentionally left blank**

## ROUTE MAP OF THE VENUE OF THE EOGM



Prominent Landmark: Opposite Nana Nani park

To,

If undelivered please return to :

**YOGI LIMITED**

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