



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, 24th January, 2024

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

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

Commencement of remote e-voting	Saturday, 20 th January, 2024 at 9.00 a.m. (IST)
End of remote e-voting	Tuesday, 23 rd January, 2024 at 5.00 p.m. (IST)

The remote e-voting module shall be disabled by CDSL for voting after Tuesday, 23rd January, 2024 at 5.00 p.m. (IST).

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



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

The Notice of Extra ordinary General Meeting is also uploaded on the Company's website www.yogiltd.com

Yours faithfully,

FOR YOGI LIMITED

(Ghanshyambhai Nanjibhai Patel)

Managing Director

Date: 30th December, 2023

Place: Mumbai

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE YOGI LIMITED (*FORMERLY KNOWN AS PARSHARTI INVESTMENT LIMITED*) WILL BE HELD ON WEDNESDAY, 24TH JANUARY, 2024, AT 04:00 P.M. AT THE ORIENT CLUB, 9 CHOWPATTY SEA FACE, MUMBAI – 400007 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RS. 25,00,00,000 TO RS. 30,00,00,000:

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

“RESOLVED THAT pursuant to the provisions of Sections 61 & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members of the Company, be and are hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) consisting of 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- (Ten) each to Rs. 30,00,00,000/- (Rupees Thirty Crores Only) consisting of 3,00,00,000 (Three Crores) 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. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) 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 1,38,08,687 CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:**

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

“RESOLVED THAT pursuant to the provisions of Section 23, 62(1)(c), 42, 179 and other applicable provisions, if any, of the Companies Act 2013, read with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the Rule 14 of the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018, and all other applicable provisions, if any, as amended from time to time (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of capital and disclosure requirements) Regulations, 2018, as amended from time to time (the “ICDR regulations”) and Securities and Exchange Board of India (Substantial acquisitions and takeovers) Regulations, 2011, as amended from time to time (the “Takeover regulations”) and Securities and Exchange Board of India (Listing obligation and disclosure requirements) Regulations 2015, as amended (the “LODR Regulations”) and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (SEBI), BSE Limited (BSE) where the shares of the Company are listed and any other guidelines and clarifications issued by any other competent authority whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the company and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the company (hereinafter referred to as “The Board” which term shall be deemed to include any existing committees(s)/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent of the Members, be and is hereby accorded to the Board to issue, and allot 1,38,08,687 convertible warrants, on preferential basis convertible into 1,38,08,687 equity shares, (one equity share for one warrant issued) of the company of face value of Rs. 10/- each at the price of Rs. 28/- each (including premium of Rs. 18/- aggregating to Rs. 38,66,43,236/- (Rs. Thirty Eight Crores Sixty Six Lakhs Forty Three Thousand Two Hundred and Thirty Six Only) to below mentioned proposed allottee(s), in such manner that as the Board may think fit in its absolute discretion.

List of Proposed Allottee(s):

Name of the Proposed Allottee(s)	Address	Class or classes of person(s)	Number of Convertible Warrants to be allotted
Ghanshyambhai Nanjibhai Patel	C-3503/3504, 35 th Flr, C Wing, Orbit Heights, Javji Dadaji Marm, Nana Chowk, Grant Road, Mumbai - 400007	Promoter Group	40,00,000
Pareshbhai Nanjibhai Patel	40, Happy Home Society Yogi Smurti, Jay Sawant Road, Plot No. 40 Dahisar (West), Mumbai - 400068	Promoter Group	40,00,000
Tirth Ghanshyam Patel	C-3503/3504, 35 th Flr, C Wing, Orbit Heights, Javji Dadaji Marm, Nana Chowk, Grant Road West, Mumbai - 400007	Promoter Group	16,66,081



Unique Concepts Builders Private Limited	63, Kumhar Mohalla, Vijaynagar, Ajmer, Bijainagar, Rajasthan - 305624	Non Promoter	9,00,000
Pushpa Investments through its Partner Vimal Kumar Bunt	Uttam Sadan, Shitla Mata Gali, Bijainagar, Ajmer, Rajasthan - 305624	Non Promoter	4,50,000
Vimal Kumar Bunt HUF	Uttam Sadan, Shitla Mata Gali, Bijainagar, Ajmer, Rajasthan - 305624	Non Promoter	4,50,000
Parshav Vatika LLP	325, Floor-2, Mezz, Amrut Diamond House, Tata Road No.1, Roxy Cinema, Opera House, Girgaon, Mumbai - 400004	Non Promoter	18,12,606
Maulik Jitendra Kumar Ranka	B-503, Grace Building Vasant Marvel, Near Mage Thane Telephone Exchange, Borivali East, Mumbai - 400066	Non Promoter	5,30,000
Total			1,38,08,687

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

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V and regulation 161, ICDR Regulations, the relevant date for the purpose of calculating the price for the issue of warrants is 22nd December, 2023 ("Relevant Date") which is 30 days prior to the date of Extra-Ordinary General Meeting (EGM) i.e. Wednesday, 24th January, 2024.

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

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

1. The equity shares to be so allotted on exercise of the Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
2. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
3. A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the



ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.

4. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
5. In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
6. In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Warrants, the issue price of the Equity Shares to be allotted against such Warrants shall be subject to appropriate adjustment, subject to the ICDR Regulations and other applicable law.
7. The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members;

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

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

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

- i. to vary, modify or alter any of the relevant terms and conditions, attached to the Convertible Warrants to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares,
- ii. making applications to the stock exchange for obtaining in-principle approval,
- iii. listing of Equity Shares issued upon Conversion of Warrants,
- iv. filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities,
- v. filing of requisite documents with the depositories,
- vi. to resolve and settle any questions and difficulties that may arise in the preferential offer,
- vii. issue and allotment of the Convertible Warrants, and



viii. to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

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

Date: 30th December, 2023

Place: Mumbai

By Order of the Board of Director

For Yogi Limited

Sd/-

Riddhi Dilip Sidhpura

Company Secretary & Compliance Officer

**NOTES:**

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

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting (on or before 22nd January, 2024, 04:00 p.m. IST). A Proxy form MGT-11 is sent herewith.

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

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

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

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

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

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

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

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

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

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

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



- XI. The Notice of Extra Ordinary General Meeting of the Company circulated to the members of the Company will be made available on the Company's website at www.yogiltd.com.
- XII. The Company or its Registrars and Transfer Agents, Link IN Time India Private Limited. ("Link In Time") cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.
- XIII. Electronic copy of the Notice of the EGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance slip and Proxy form is being sent to all the members whose email IDs are registered with the Company/Depository participants(s) for communication purpose unless any member has requested for a hard copy of the same.
- XIV. SEBI has notified that requests for effecting transfer of securities shall not be processed by listed entities unless the securities are held in the dematerialized form with a depository. In view of the above and to avail various other benefits of dematerialization like easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries, members are advised to dematerialize shares held by them in physical form.
- XV. To support green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner:
- 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 quoting your name and folio number
- XVI. M/s. Nishant Bajaj & Associates, Practicing Company Secretary (COP No.: 21538), has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XVII. The Scrutinizer shall after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.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, 20th January, 2024 at 9.00 a.m. and ends on Tuesday, 23rd January, 2024 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, 17th January, 2024 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 09th 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 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of share holders	Login Method
	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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.



Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">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 & 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.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp



	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

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

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
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 and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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



12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
15. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
16. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
17. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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.
 - 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 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@yogiltd.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, under help section or write an email to 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cDSLindia.com 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. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) 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. 30,00,00,000 (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of Re.10/- (Rupees Ten) each.

Thus, the Authorized Share Capital of the Company would be Rs. 30,00,00,000 (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) 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:

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

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



To meet the funding requirements, the Company proposes to issue 1,38,08,687 Convertible Warrants on a preferential basis Convertible into equivalent number of equity shares of the Company of Face value of Rs. 10/- each (hereinafter referred to as “Warrants”) at anytime within a period of 18 months from the date of allotment at an exercise price of Rs. 28/- (including a premium of Rs. 18/-) per equity share (“Exercise Price” aggregating to Rs. 38,66,43,236/- (Rs. Thirty Eight Crores Sixty Six Lakhs Forty Three Thousand Two Hundred and Thirty Six Only) or such adjusted numbers for any bonus, stock splits or consolidation, reduction or other reorganization of the capital structure of the company) the proposed allottee(s) belonging to promoter’s and non-promoter group of the Company, as detailed hereunder, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion;

The convertible price of the Warrants is not lower than the price computed in accordance with Regulation 164 of the Securities and Exchange Board of India (Issuance of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”).

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

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

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

b) Maximum Number of securities to be issued:

The Company proposes to issue, offer and allot upto 1,38,08,687 Convertible warrants of face value of Rs. 10/- each at a price of Rs. 28/- including a premium of Rs. 18/- per Warrant aggregating to Rs. 38,66,43,236/- (Rs. Thirty Eight Crores Sixty Six Lakhs Forty Three Thousand Two Hundred and Thirty Six Only)/-

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

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

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

d) The price or price band at/within which the allotment is proposed:

The proposed issue will be made at Rs. 28/- inclusive of face value of Rs. 10/- each and a Premium of Rs. 18/- per Warrant aggregating to Rs. 38,66,43,236/- (Rs. Thirty Eight Crores Sixty Six Lakhs Forty Three Thousand Two Hundred and Thirty Six Only) to proposed allottee(s).

e) Pricing of preferential issue:

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



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

The Value derived through valuation report is Rs. 27.89/- (Rupees Twenty Seven and Eight Nine Paise Only) and the board approved price for issue of each Equity shares is Rs.28/- (Rupees Twenty Eight 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.

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 27th December, 2023 from Saket Kumar Jain, Registered Valuer(Reg. No. IBBI/RV/02/2020/13002), arriving at Rs. 27.89/- and the copy of the same has been hosted on the website of the Company which can be accessed at www.yogiltd.com.

The issue price for this Preferential Issue is Rs. 28/- per equity share (Face Value Rs. 10/- each including Premium of Rs. 18/- each). Since the Shares of the Company are not frequently traded shares; price determination in accordance with Regulation 164(1) of SEBI (ICDR) Regulations is not applicable and



price determined by Registered Valuer is considered as per Regulation 166A(1) and 165 of SEBI (ICDR) Regulations.

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

f) Name and address of valuer who performed valuation:

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

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

The Board of Directors (“**Board**”) of the Company at its meeting held on 22nd December, 2023 has approved the issuance of 1,38,08,687 Convertible Warrants of Rs. 10/- each, on a preferential basis (“Preferential Issue”), to the Proposed Allottee(s) at an issue price of Rs. 28/- (Rupees Twenty Eight only) per equity share including securities premium of Rs. 18/- (Rupees Eighteen only) per equity share, being the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board, in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

h) Relevant date with reference to which the price has been arrived at: The “Relevant Date” as per the ICDR Regulations for determining the minimum price for the preferential issue of Convertible Warrants is 22nd December, 2023 (“Relevant Date”) which is 30 days prior to the date of Extra-Ordinary General Meeting (EGM) i.e. Wednesday, 24th January, 2024.

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

Name of the Proposed Allottee(s)	Address	Class or classes of person(s)	Number of Convertible Warrants to be allotted
Ghanshyambhai Nanjibhai Patel	C-3503/3504, 35 th Flr, C Wing, Orbit Heights, Javji Dadaji Marm, Nana Chowk, Grant Road, Mumbai - 400007	Promoter Group	40,00,000
Pareshbhai Nanjibhai Patel	40, Happy Home Society Yogi Smurti, Jay Sawant Road, Plot No. 40 Dahisar (West), Mumbai - 400068	Promoter Group	40,00,000
Tirth Ghanshyam Patel	C-3503/3504, 35 th Flr, C Wing, Orbit Heights, Javji Dadaji Marm, Nana Chowk, Grant Road West, Mumbai - 400007	Promoter Group	16,66,081
Unique Concepts Builders Private Limited	63, Kumhar Mohalla, Vijaynagar, Ajmer, Bijainagar, Rajasthan - 305624	Non Promoter	9,00,000



Pushpa Investments through its Partner Vimal Kumar Bunt	Uttam Sadan, Shitla Mata Gali, Bijainagar, Ajmer, Rajasthan - 305624	Non Promoter	4,50,000
Vimal Kumar Bunt HUF	Uttam Sadan, Shitla Mata Gali, Bijainagar, Ajmer, Rajasthan - 305624	Non Promoter	4,50,000
Parshav Vatika LLP	325, Floor-2, Mezz, Amrut Diamond House, Tata Road No.1, Roxy Cinema, Opera House, Girgaon, Mumbai - 400004	Non Promoter	18,12,606
Maulik Jitendra Kumar Ranka	B-503, Grace Building Vasant Marvel, Near Mage Thane Telephone Exchange, Borivali East, Mumbai - 400066	Non Promoter	5,30,000
Total			1,38,08,687

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

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

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

Proposed Allottee(s)	Prior holding		New Convertible warrants to be allotted	Post holding (assuming all the warrants are converted)	
	No. of Shares held	% of shareholding		No. of Shares held	% of shareholding
Ghanshyambhai Nanjibhai Patel	40,20,000	24.83	40,00,000	80,20,000	26.73
Pareshbhai Nanjibhai Patel	40,20,000	24.83	40,00,000	80,20,000	26.73
Tirth Ghanshyam Patel	-	-	16,66,081	16,66,081	5.55
Unique Concepts Builders Private Limited	-	-	9,00,000	9,00,000	3
Pushpa Investments through its Partner Vimal Kumar Bunt	-	-	4,50,000	4,50,000	1.5
Vimal Kumar Bunt HUF	-	-	4,50,000	4,50,000	1.5
Parshav Vatika LLP	-	-	18,12,606	18,12,606	6.04
Maulik Jitendra Kumar Ranka	-	-	5,30,000	5,30,000	1.77

l) The change in control, if any, in the Company that would occur consequent to preferential offer: There shall be no change in the management or control over the Company, pursuant to the above mentioned preferential allotment. However, voting rights will change in the shareholding pattern consequent to conversion of Convertible Warrants into Equity Shares.



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

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

Sr. No.	Type of Securities	Date of Allotment	No. of Securities	No. of Allotees	Price at which allotment of securities were made
1	Allotment of Third tranche of Equity Shares on conversion of 50,96,470 Convertible Warrants	29/05/2023	50,96,470	12	Rs. 25/- per share
2	Allotment of First Tranche of Equity Shares out of 30,00,000 Equity Shares	12/08/2023	26,54,000	41	Rs. 27/- per share
3	Allotment of Second Tranche of Equity Shares out of 30,00,000 Equity Shares	24/08/2023	1,80,000	6	Rs. 27/- per share

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

Sr. No.	Name of the Proposed Allottee	Identity of the Natural person who is the ultimate Beneficial owner proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares
1	Ghanshyambhai Nanjibhai Patel	N.A. being natural person
2	Pareshbhai Nanjibhai Patel	N.A. being natural person
3	Tirth Ghanshyam Patel	N.A. being natural person
4	Unique Concepts Builders Private Limited	Uttam Chand Banth Archana Jain
5	Pushpa Investments	Vimal Kumar Bunt Archana Jain
6	Vimal Kumar Bunt HUF	Vimal Kumar Bunt
7	Parshav Vatika LLP	Manjulata Jitendrakumar Ranka Jitendrakumar Pukhraj Ranka Manan Jitendra Kumar Ranka Maulik Jitendra Kumar Ranka
8	Maulik Jitendra Kumar Ranka	N.A. being natural person



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

Proposed Allottee(s)	Prior holding		New Convertible warrants to be allotted	Post holding (assuming all the warrants are converted)	
	No. of Shares held	% of share holding		No. of Shares held	% of shareholding
Ghanshyambhai Nanjibhai Patel	40,20,000	24.83	40,00,000	80,20,000	26.73
Pareshbhai Nanjibhai Patel	40,20,000	24.83	40,00,000	80,20,000	26.73
Tirth Ghanshyam Patel	-	-	16,66,081	16,66,081	5.55
Unique Concepts Builders Private Limited	-	-	9,00,000	9,00,000	3
Pushpa Investments through its Partner Vimal Kumar Bunt	-	-	4,50,000	4,50,000	1.5
Vimal Kumar Bunt HUF	-	-	4,50,000	4,50,000	1.5
Parshav Vatika LLP	-	-	18,12,606	18,12,606	6.04
Maulik Jitendra Kumar Ranka	-	-	5,30,000	5,30,000	1.77

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

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

- b) Lock in period:**

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

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



c) 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 Shareholding	No. of Shares held	% of Shareholding
A	Promoters holding:				
A1	Indian:				
1.	Individuals/HUF	80,40,000	49.66	1,77,06,081	59.02
2.	Bodies Corporate	-	-	-	-
3.	Financial Institutions/ Banks	-	-	-	-
4.	Trust	-	-	-	-
5.	Others	-	-	-	-
	Sub-Total (A1)	80,40,000	49.66	1,77,06,081	59.02
A2	Foreign Promoters	-	-	-	-
	Sub-Total (A2)	-	-	-	-
	TOTAL A (A1+A2)	80,40,000	49.66	1,77,06,081	59.02
B	Non-Promoters holding:				
B1.	Institutions				
	Financial Institutions/ Banks	-	-	-	-
	Sub-Total (B1)	-	-	-	-
B2.	Non-Institution:				
	Bodies Corporate	1,23,988	0.77	28,36,594	9.46
	Individuals	67,01,269	41.39	72,31,269	24.10
	Clearing Members	2,457	0.02	2,457	0.01
	HUF	7,90,000	4.88	12,40,000	4.13
	NRI's	74,975	0.46	74,975	0.25
	Others	4,58,624	2.83	9,08,624	3.03
	Sub-Total (B2)	81,51,313	50.34	1,22,93,919	40.98
	TOTAL B (B1+B2)	81,51,313	50.34	1,22,93,919	40.98
	GRAND TOTAL (A+B)	1,61,91,313	100	3,00,00,000	100

*The shareholding specified is as on 30th September, 2023

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

Name of the Proposed Allottee(s)	Current Status of the allottee(s)	Proposed Status of the allottee(s)
Mr. Ghanshyambhai Nanjibhai Patel	Promoter Group	Promoter Group
Mr. Pareshbhai Nanjibhai Patel	Promoter Group	Promoter Group
Mr. Tirth Ghanshyam Patel	-	Promoter Group
Unique Concepts Builders Private Limited	-	Non Promoter
Pushpa Investments through its Partner Vimal Kumar Bunt	-	Non Promoter
Vimal Kumar Bunt HUF	-	Non Promoter
Parshav Vatika LLP	-	Non Promoter
Maulik Jitendra Kumar Ranka	-	Non Promoter

**e) Listing:**

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

f) Practicing Company Secretary Certificate

The Certificate being issued by M/s. Nishant Bajaj & Associates., Practicing Company Secretary, (having Membership No: 28341 and COP No: 21538) certifying that the issue of Convertible Warrants is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company at www.yogiltd.com.

a) Other Disclosures/Undertaking:

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

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

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

Registered Office:

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

CIN No: L70100MH1992PLC069958

Tel No.: 022- 49428888

e-mail: info@yogiltd.com

Website: www.yogiltd.com

Date: 30th December, 2023

Place: Mumbai

By Order of the Board of Director

For Yogi Limited

Sd/-

Riddhi Dilip Sidhpura

Company Secretary & Compliance Officer



ROUTE MAP OF THE VENUE OF THE EOGM



Prominent Landmark: Opposite Nana Nani Park



Form No. MGT – 11

Proxy Form

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

CIN : L70100MH1992PLC069958

Name of the Company : YOGI LIMITED

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

Name of the Member (s) :

Registered address:

E-mail Id: Folio No / Client Id: DP ID:

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

1.Name: _____

Address: _____

E-Mail ID: _____

Signature: _____

or failing him/her : _____

2.Name: _____

Address: _____

E-Mail ID: _____

Signature: _____

or failing him/her : _____

3.Name: _____

Address: _____

E-Mail ID: _____

Signature: _____

or failing him/her : _____



as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, 24th January, 2024 at 04:00 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. 25,00,00,000/- to Rs. 30,00,00,000/-.		
2.	Alteration of Share Capital Clause of the Memorandum of Association of The Company.		
3.	Approval for Issue, Offer & Allot 1,38,08,687 Convertible Warrants On Preferential Basis.		

Affix
Revenue
Stamp

Signed this _____ day of _____, 2024

Signature of Shareholder

Signature of Proxy Holder(s)



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, 24th January, 2024.

.....
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