

# YOGI INFRA PROJECTS LIMITED

CIN - L32201WB1993PLC203868

(Formerly YOGI SUNGWON (INDIA) LIMITED)

Registered Office: Himalaya Plaza, Delhi Road, Opp. FCI Godown, Dankuni, Off No. DE-307, 3rd Floor, Hooghly-711224

Email id: complianceofficeryogi@gmail.com

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, that the resolutions appended below, in relation to :

- i. Increasing the limits of investments, loans, advances and guarantees under section 186(3) of the Companies Act; and
- ii. Shifting the Registered Office of the Company outside the local limits of the City,

are proposed to be passed by the Members through postal ballot/electronic voting (e-voting). The proposed resolutions, along with the explanatory statement setting out the material facts and reasons thereto, are appended below and a Postal Ballot Form is enclosed for your consideration.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Ms. Jyoti N. Kholia, Practicing Company Secretary, as the scrutinizer (the "Scrutinizer") for conducting the postal ballot process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17:30 Hours (IST) on August 13, 2015 (Thursday).

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice.

The Scrutinizer will submit her report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot (including e-voting) shall be declared on or before August 14, 2015 (Friday) and shall be communicated to the Stock Exchanges, the Depository and the Registrar and Share Transfer Agent and will be displayed at the Registered Office of the Company situated Himalaya Plaza, Delhi Road, Opp. FCI Godown, Dankuni, Off No. DE-307, 3rd Floor, Hooghly-711224, West Bengal.

The members are requested to consider and, if thought fit, pass the following Special Resolutions:

### Special Business: Increasing Limits under Section 186(3) of the Companies Act 2013

1) To consider and, if thought fit, to give assent / dissent to the following resolution, as a Special Resolution:

"RESOLVED THAT in supersession of the earlier resolutions passed in this regard and pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to invest surplus funds of the Company from time to time, in excess of limits specified in Section 186 of the Companies Act, 2013 which shall not exceed a sum of ₹ 25,00,00,000/- (Rupees Twenty Five Crores)."

"RESOLVED FURTHER THAT any of the Directors be and are hereby authorized to take all necessary steps or to sign and execute necessary documents, papers in this regards and do all such acts, deeds, things necessary or incidental to give effects to the this Resolution."

### Special Business: Shifting Registered Office of the Company outside the local limits of City

2) To consider and, if thought fit, to give assent / dissent to the following resolution, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 12 of the Companies Act, 2013 and any other provisions applicable, if any, the Registered Office of the Company be and is hereby shifted from 'Himalaya Plaza, Delhi Road, Opp. FCI Godown, Dankuni, Off No. DE-307, 3rd Floor, Hooghly-711224' to '18, Rabindra Sarani Road, Room No. 308, 3rd Floor, Gate No. 2, Kolkata - 700001' which is outside the local limits of City Hooghly."

"RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to file e-forms with the Registrar of Companies and to do all such acts, deeds, things necessary or incidental to give effect to this resolution."

By Order of the Board of Directors  
For YOGI INFRA PROJECTS LIMITED

Date: June 26, 2015  
Place: Mumbai

Sd/-  
Sanjay Agarwal  
Managing Director  
DIN: 00462902

**NOTES:**

1. The statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on June 26, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on June 26, 2015 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [complianceofficeryogi@gmail.com](mailto:complianceofficeryogi@gmail.com). The Registrar and Transfer Agent of the Company/Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on June 26, 2015.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:30 Hours (IST)) on August 13, 2015 (Thursday). The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope.
10. The Scrutinizer will submit her report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on August 14, 2015 at the Registered Office, besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
11. The date of declaration of results of the postal ballot, i.e. on August 14, 2015, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
12. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till August 13, 2015.
13. The Company wishes to send official documents to their shareholders electronically as part of its green initiatives in corporate governance and we solicit your cooperation in helping the Company to implement the e-governance initiatives of the Government.

Shareholders who have not updated their email id till date are requested to update email address with your depository participant for demat holding of shares and with the Company for physical holding of shares and co-operate with the Company to implement the Green Initiative of the Government.

Shareholders holding shares in physical form may email the details to [complianceofficeryogi@gmail.com](mailto:complianceofficeryogi@gmail.com)

Name of the member	Son of/ Daughter of/ Wife of	Client ID/ Ledger Folio No.	No. of Shares held	Pan No. (mandatory in case of Demat holders)	E-mail address
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**Voting through electronic means:**

In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

1. Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from NSDL informing them of their User-ID and password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process:
  - a. Open email and open the PDF file titled 'Yogi Infra Projects e-voting.pdf', using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.

- b. Launch your internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
  - c. Click on Shareholder – Login.
  - d. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
  - e. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 (eight) digits / characters or combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
  - f. The homepage of e-voting will open. Click on 'e-voting: Active Voting Cycles'.
  - g. Select 'EVEN' (E Voting Event Number) of Yogi Infra Projects Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
  - h. Now you are ready for e-voting as the 'Cast Vote' page opens.
  - i. Cast your vote by selecting the option of your choice and clicking on 'Submit', and also remember to 'Confirm' when prompted.
  - j. Upon confirmation, the message 'Vote cast successfully' will be displayed.
  - k. Once you have voted on a resolution, you will not be allowed to modify your vote.
  - l. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory / signatories who are authorized to vote, to the Scrutinizer via e-mail, to [kholiajyoti90@gmail.com](mailto:kholiajyoti90@gmail.com) or [complianceofficeryogi@gmail.com](mailto:complianceofficeryogi@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. For Members whose email IDs are not registered with the Company / depository participant(s) and who receive the physical postal ballot forms, the following instructions may be noted:
    - a. The initial password is provided at the bottom of the Postal Ballot Form.
    - b. Please follow all the steps from a. to l. mentioned above, to cast your vote successfully.
  3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  4. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
  5. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
  6. The e-voting period commences on July 13, 2015 (Tuesday) (9:00 Hours (IST)) and ends on August 13, 2015 (Thursday) (17:30 Hours (IST)). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. June 26, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
  7. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date, i.e. June 26, 2015.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULE 17(1) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014, FORMING PART OF THE NOTICE**

**ITEM NO. 1**

Pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the Company can make loans to give guarantees and make investments in the securities of any other person/other bodies corporate to the extent of 60% of its paid-up share capital and free reserves and security premium account or 100% of its free reserves and security premium account, whichever is higher, with the approval of the Board of Directors, where the aggregate of loans and investments made, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of a Special Resolution.

The Company is constantly reviewing opportunities for expansion of its business operations either directly or through other bodies corporate or persons and would, therefore, be required to provide financial support by way of loans(s) and/or guarantees and/or security(ies) / make investment in securities of any other bodies corporate or otherwise, in order to achieve greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of various projects of such persons/ Companies.

It is, therefore proposed that the Board of Directors of the Company be authorized to invest by way of subscription and/or purchase of securities, grant of loans, giving of guarantees and/ or providing of security for an amount not exceeding ₹ 25,00,00,000/- (Rupees Twenty Five Crores Only) from time to time in/to one or more of the persons/entities other bodies corporate. Since the above investments, loans, guarantees and/or securities proposed together with the aggregate of loans made, guarantees given, securities provided and investments made from time to time by the Company may exceed the limit prescribed, approval of the shareholders is required for the same.

Thus your Directors recommend the aforementioned resolution as Special Resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the aforesaid Resolutions, otherwise as members.

**ITEM NO. 2**

Your Directors have to state that the majority of the administrative activities of the Company are carried out from Kolkata. Hence by shifting the Registered Office of the Company from Hooghly to Kolkata, the Company will have better management and administration and it will lead to synergy in operations and cost effectiveness. This will enable the Company to carry on its business more economically and efficiently.

As per the Companies Act, 2013, shifting of Registered Office of the Company outside the local limits of the city but within the State of West Bengal and within the jurisdiction of the Registrar of Companies, Kolkata, requires the approval of the shareholders by the way of Special Resolution.

Accordingly, your Directors seek your approval for shifting the Registered Office of the Company outside the local limits of City i.e Hooghly.

The given resolution is proposed to be passed as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the aforesaid Resolutions, otherwise as members.

**By Order of the Board of Directors  
For YOGI INFRA PROJECTS LIMITED**

**Date: June 26, 2015**

**Place: Mumbai**

**Sd/-  
Sanjay Agarwal  
Managing Director  
DIN: 00462902**