KNK & Co. LLP
COMPANY SECRETARIES

# Secretarial Compliance report of Yogi Infra Projects Limited (formerly known as Yogi Sung-Won (India) Limited) for the year ended March 31, 2022

We, **KNK & Co LLP**, firm of Company Secretaries in Practice, having firm registration number **L2017MH002800**, have examined:

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

for the year ended **March 31, 2022** (hereinafter referred to as 'the review period') in respect of compliance with the provisions of:

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

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI LODR, 2015);
(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not applicable to the Company during the review period.**
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **- Not applicable to the Company during the review period.**
(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **-Not applicable to the Company during the review period.**
(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **-Not applicable to the Company during the review period.**

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(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **- Not applicable to the Company during the review period.**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories and Participants), Regulations, 2018; and circulars/ guidelines issued thereunder;

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

(a) The listed entity has complied with the provisions of the above Acts, Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:

| Sr. No. | Compliance requirement (Regulations/circulars/ guidelines including specific clause) | Deviations | Observations/Remarks of the Practicing Company Secretary, if any. |
|---|---|---|---|
| 1. | Regulation 6 of SEBI, LODR, 2015. | The Company did not have a Company Secretary and Compliance officer as required under Regulation 6 of SEBI, LODR, 2015. | The Company complied with Regulation 6 of SEBI, LODR, 2015 by appointing a qualified Company Secretary and Compliance officer with effect from July 2021. |

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.

(c) The following are the details of the actions taken against the listed entity/ ~~its promoters/ directors/ material subsidiaries either by SEBI or~~ by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

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| Sr. No. | Action taken by | Details of violation | Details of action taken | Observations/Remarks of the Practicing Company Secretary, if any |
|---|---|---|---|---|
| 1. | BSE Limited | Non-disclosure of related party Transactions for half year ended March 2021 & September 2021 under Regulation 23(9) of SEBI (LODR) Regulations, 2015. | The BSE Limited imposed a fine on the Company for Non - disclosure of related party Transaction for half year ended March 2021 & September 2021 under Regulation 23(9) of SEBI (LODR) Regulations, 2015. | The Company had applied for waiver of fines imposed by BSE Limited for non-disclosure of Related Party Transactions for half year ended March 2021 & September 2021 under Regulation 23(9) of SEBI (LODR) Regulations, 2015. The request for waiver of fines is pending before the **Internal Committee for Fine Waiver**. |
| 2. | BSE Limited | The listed entity did not have a qualified Company Secretary under Regulation 6 of SEBI (LODR), 2015. | The BSE Limited had levied the fine for non-appointment of Company Secretary under Regulation 6 of SEBI (LODR), 2015. | The Company had made the requisite payment of the fine levied on the Company and complied with Regulation 6 of SEBI, LODR, 2015 by appointing a qualified Company Secretary and Compliance officer. |
| 3. | BSE Limited | Non-Compliance of appointing a Woman Director under Regulation 27(2) of SEBI (LODR) Regulations 2015. | The BSE Limited had levied the fine for Non-Compliance of appointment of Woman Director on the Board under Regulation 27(2) of SEBI (LODR) Regulations 2015 for the period October 1, 2021 to November 19, 2021. | The Company had applied for waiver of fines imposed by BSE Limited for non-appointment of Woman Director. The Company had appointed the requisite Woman Director and applied for waiver of fine which is pending before the **Internal Committee for Fine Waiver**. |

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(d) The observation along with the action taken to comply with the said observation during the previous report is as follows:

| Sr. No. | Observations of the Practicing Company Secretary in the previous report | Observations made in the secretarial compliance report for the year ended | Action taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---|---|---|---|---|
| 1. | The listed entity submitted the Shareholding Pattern under Regulation 31 of SEBI LODR, 2015 in delay for quarter ended December 31, 2020. | Financial Year 2021 | The listed entity submitted the Shareholding Pattern for quarter ended on December 31, 2020 in delay and made the requisite payment of fine imposed by BSE Limited. | - |

(e) The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the review Period.

**For KNK & Co. LLP**
**Company Secretaries**
**Firm Registration Number: L2017MH002800**

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Digitally signed by SANTOSH KRISHNANAND KINI
DN: c=IN, st=Maharashtra, 2.5.4.20=1bc00b2423911ac1c8c42d9ed8b230369 3ebea172e3357764dcd8074bfe1dea, postalCode=400610, street=C/12 MRUDANG LOKPURAM THANE WEST APNA BAZAR, pseudonym=f78592ac39031a2844d056c65bfd8299a d, serialNumber=779f4ca93a9d3e20433a6b76e0cc 592507bbe8e8e2fe10b6ce99b1c8c5fa0a, cn=Personal, cn=SANTOSH KRISHNANAND KINI
Date: 2022.05.27 15:54:48 +05'30'

**Santosh K Kini**
**Partner**
**FCS No.: F11809| C. P. No.: 18045**
**PR No.: 1664/2022**
**UDIN: F011809D000413221**

**Mumbai, May 27, 2022**