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, 2023

We, **KNK & Co LLP**, firm of Company Secretaries in Practice, having firm registration number **L2017MH002800,** have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Yogi Infra Projects Limited** (**hereinafter referred to as 'the listed entity'**) having its registered office at 205, PL - 8231, Raigad Darshan, J P Road, Opposite Indian Oil Colony, Andheri West, Mumbai – 400053. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023 (**hereinafter referred to as 'the review period'**) complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

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

(a) all the documents and records available to us and explanation provided by 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 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.**

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Digitally signed by SANTOSH KRISHNANAND KINI
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(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 (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **-Not applicable to the Company during the review period.**

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

(h) 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:

I. (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)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remark
1.	Submission of the copy of Annual Report to Stock Exchange not later than the day of commencement of dispatch to its Shareholders.	Regulation 34 of SEBI (LODR), 2015.	Non-submission of the Annual Report within the period prescribed under Regulation 34 of SEBI (LODR), 2015.	BSE Limited.	Fine imposed on the listed entity.	Delay in submission of annual report to the BSE Limited.	INR 4000	The Annual report was filed with a delay of 2 (Two) days with BSE Limited.		-

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/ Guidelines including Specific clause)	Regulation/ Circular No.0	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remark
1.	The listed entity shall make such disclosures of related party transaction, every six months within fifteen days from the date of publication of its standalone and consolidated financial results	Regulation 23(9) of SEBI LODR, 2015	Non - disclosure of related party Transaction for half year ended March 2021 & September 2021 under Regulation 23(9) of SEBI (LODR) Regulations, 2015.	BSE Limited	Fine imposed on the listed entity.	The Company had not submitted the details of Related Party Transactions as required to be filed under Regulation 23(9) of SEBI LODR, Regulations, 2015.	For the half year ended March 2021 – INR 1,80,000/- For the half year ended September 2021 – INR 1,60,000/-	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), 2015. The request for waiver of fines is pending before the Internal Committee for Fine Waiver as per the clarification	The Company during the mentioned periods did not have any transactions with its related parties and hence did not make any filings. Post the notices, the Company has been filing a declaration to the effect that there are no related party transactions for the reporting period.	-

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Sr. No.	Compliance Requirement (Regulations/circulars/ Guidelines including Specific clause)	Regulation/ Circular No.0	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remark
								provided by the management of the Company.		
2.	A listed entity shall appoint a qualified company secretary as the compliance officer	Regulation 6 of SEBI (LODR), Regulation, 2015	The listed entity did not have a qualified Company Secretary under Regulation 6 of SEBI (LODR), 2015.	BSE Limited	Fine imposed on the listed entity.	The listed entity did not have a qualified Company Secretary under Regulation 6 of SEBI (LODR), 2015.	INR 9,000	The listed entity 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.		

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Sr. No.	Compliance Requirement (Regulations/circulars/ Guidelines including Specific clause)	Regulation/ Circular No.0	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remark
3.	Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director	Regulation 17(1) of SEBI (LODR), 2015	Non-Compliance of appointing a Woman Director under Regulation 27(2) of SEBI (LODR) Regulations 2015.	BSE Limited	Fine imposed on the listed entity.	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.	INR 25,000	The listed entity had applied for waiver of fines imposed by BSE Limited for non-appointment of Woman Director. The Listed entity had appointed the requisite Woman Director and applied for waiver of fine which is pending before the Internal Committee for Fine Waiver as per the management response received from the Company.		

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II. 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.

III. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	
3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website.	Yes Yes Yes	

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Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
4.	**Disqualification of Director:** None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes NA	The Company does not have a material subsidiary during the review period.
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	NA	The Company has not entered into any related

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Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
	(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	NA	party transactions during the review period.
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	There was no action taken against the listed entity its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges except as mentioned above.
12	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	

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1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity

For KNK & Co. LLP
Company Secretaries
Firm Registration Number: L2017MH002800
PR No.: 1664/2022

SANTOSH KRISHNAN AND KINI

Santosh K Kini
Partner

Mumbai, May 29, 2023

FCS No.: F11809| C. P. No.: 18045
UDIN: F011809E000414871