YOGI LIMITED
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Tel.: 022-49428888 | E-mail: info@yogiltd.com | CIN : L70100MH1992PLC069958

To,

BSE Limited,

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai - 400 001

Scrip code: 511702

Subject: Outcome of Board Meeting

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In compliance with Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform that the Board of Directors of the Company at their meeting held on Wednesday, 19th February, 2025 has, inter alia, considered below:

1. subject to the approval of members, Board of Directors to approve to execute Share Purchase Agreement for Acquisition of a 60% stake and other terms and conditions in M/s. Farewell Real Estates Private Limited, comprising of 41,46,000 Equity Shares together with Mr. Ghanshyambhai Nanjibhai Patel and Mr. Pareshbhai Nanjibhai Patel, from M/s. B-Right Realestate Limited (a shareholder of FREPL) for a cash consideration of Rs. 5,18,25,000/-. After competition of this M/s. Farewell Real Estates Private Limited will become the Subsidiary of the Company.

   The Disclosure of information pursuant to Regulation 30 of the SEBI (listing obligations and Disclosure Requirements) Regulation, 2015, read with SEBI Circular No. SEBI/HO/CFD-PoD1/P/CIR/2023/123 dated 13th July, 2023 are attached as "Annexure-A".

2. subject to the approval of members, Board of Directors approve to execute Optionally Convertible Debenture Subscription Agreement with M/s. Farewell Real Estates Private Limited for subscribing 5,000 Optionally Convertible Debentures (OCDs) having a face value of Rs. 1,00,000/- each of amounting to aggregate of Rs. 50,00,00,000/- (Rs. Fifty Crores Only) in one or more tranches and other terms and conditions.

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Yogi Limited will make arrangement to infuse funds in below mentioned manner in the FERPL for development of Veer Sambhaji Nagar Co-Operative Housing Society Limited under Slum Rehabilitation (SRA) scheme at LBS Marg, Mulund (West), Mumbai 400080.

- Initially, Yogi Limited will infuse Rs.50 crores (Rupees Fifty Crores only) by subscribing 5,000 Optionally Convertible Debentures (OCDs) having a face value of Rs. 1,00,000/- each.
- Further Yogi Limited shall make arrangement to infuse balance amount of approx. Rs.150 Crores (Rs. One Hundred and Fifty Crore only) in the project by themselves or through any institution borrowing or any other mode as may be agreed between parties herein.

The Disclosure of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with SEBI Circular No. SEBI/HO/CFD-PoD1/P/CIR/2023/123 dated 13th July, 2023 are attached as "Annexure-B".

3. subject to the approval of members, Board of Director approved to execute Investor cum Shareholder Agreement between the company, M/s. Farewell Real Estates Private Limited, M/s. B-Right Realestate Limited, M/s. B-Right Realestate Ventures LLP, Mr. Ghanshyambhai Nanjibhai Patel and Mr. Pareshbhai Nanjibhai Patel for said investment.

   The investment will be utilized exclusively for the development of Veer Sambhaji Nagar Co-Operative Housing Society Limited under Slum Rehabilitation (SRA) scheme at LBS Marg, Mulund (West), Mumbai 400080. The project, being developed under DCPR 2034 guidelines, comprises a total land area of 18,271.70 sq. Mtr. (196674.94 Sq.ft), with a rehabilitation component of 57,000.21 sq Mtrs. (613545.15 Sq.ft) and a free sale component of 84,645 Sq. Mtr. (911111.19 Sq.ft) The project is ***estimated Gross development Value (GDV) of 2000 Crore (approx.)***

   The Disclosure of information pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with SEBI Circular No. SEBI/HO/CFD-PoD1/P/CIR/2023/123 dated 13th July, 2023 are attached as "Annexure-B".

4. subject to the approval of the members, authorise Board of Director to enter into Related Party Transaction between the Company, M/s. B-Right Realestate Limited, Mr. Ghanshyambhai

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Nanjibhai Patel, Mr. Pareshbhai Nanjibhai Patel and M/s. Farewell Real Estates Private Limited for the entering into the Share Purchase Agreement for acquisition of 60% Equity shares in M/s. Farewell Real Estates Private Limited.

5. subject to the approval of the members, authorise Board of Director to enter into Related Party Transaction between the Company, M/s. Farewell Real Estates Private Limited, M/s. B-Right Realestate Limited and M/s. B-Right Realestate Ventures LLP for the entering into the Optionally Convertible Debenture Subscription Agreement for subscribing 5,000 Optionally Convertible Debentures (OCDs) of M/s. Farewell Real Estates Private Limited.

6. Board of Directors approved the launch the project of luxurious Residential Apartments, in the name of 'Yogi Sea', at Union Park, Near Pali Hill, Bandra, Mumbai.
   The Disclosure of information pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is attached as "Annexure D"

7. the draft Postal Ballot Notice for obtaining the Members approval for above mentioned agenda.

The meeting commenced at 05:00 p.m. and concluded at 06:45 p.m.

Kindly take the same on record.

FOR YOGI LIMITED

GHANSHYAM NANJIBHAI PATEL
Digitally signed by GHANSHYAM NANJIBHAI PATEL
Date: 2025.02.19 18:47:26 +05'30'

YOGI LTD MUMBAI

(Ghanshyam Nanjibhai Patel)

Managing Director

DIN: 0664725

Date: 19th February, 2025

Place: Mumbai

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ANNEXURE – A

Disclosure of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with SEBI Circular No. *SEBI/HO/CFD-PoD1/P/CIR/2023/123* date *13th July, 2023*

Sr.No	Particulars	Information
1.	Name of the target entity, details in brief such as size, turnover, etc.	Farewell Real Estates Private Limited ("FREPL"). CIN:- U70200MH1994PTC081027 Authorised Capital- Rs. 6,91,00,000/- Paid-up Capital (As on date) : Rs. 6,91,00,000/- Turnover as at March 31, 2024 (Audited): INR 2.24 lakh
2.	Whether the acquisition / investment would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length"	Yes, the transaction falls within related party transaction: Mr. Ghanshyambhai Nanjibhai Patel, Managing Director & Promoter and Mr. Pareshbhai Nanjibhai Patel, Whole Time Director & Promoter of the Company are the Directors in the target Company also. The consideration price is derived by the Valuation Report hence it is on arm length.
3.	Industry to which the entity being acquired/invested belongs	Real Estate Industry
4.	Objects and effects of acquisition/investment (including but not limited to, disclosure of reasons for acquisition/investment of target entity, if its business is outside the main line of business of the listed entity)	Expanding its existing business segment, this acquisition will create synergy with existing business and help to enhance the revenue of the company which will yield benefit to already existing shareholders, stakeholders and established business.

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5.	Brief details of any governmental or regulatory approvals required for the acquisition/investment	No regulatory approval is required for acquisition of the company.
6.	Indicative time period for completion of the acquisition/investment	6 - 12 months
7.	Nature of consideration – whether cash consideration or share swap and details of the same	Cash
8.	Cost of acquisition/investment or the price at which the shares are acquired	The Total Purchase Consideration is up to Rs. 5,18,25,000/-
9.	Percentage of shareholding/ control acquired and / or number of shares acquired	60% of the shareholding in FREPL thus making thereby Subsidiary of the Company
10.	Brief background about the entity acquired/invested in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired/invested entity has presence and any other significant information (in brief)	The Company is into the business of Real Estate Business. Date of Incorporation:12/09/1994 Country: India The Turnover of the Company for the Last Three years as follows: FY 2022: 1.98 lakh FY 2023: 4.21 lakh FY 2024: 2.24 lakh

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ANNEXURE – B

Disclosure of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with SEBI Circular No. *SEBI/HO/CFD-PoD1/P/CIR/2023/123* date *13th July, 2023*

Sr No	Particulars	Information
1.	Name(s) of parties with whom the agreement is entered	1. M/s. Farewell Real Estates Private Limited 2. M/s. B-Right Realestate Limited 3. M/s. B-Right Realestate Ventures LLP
2.	purpose of entering into the agreement;	For Subscribing 5,000 Optionally Convertible Debentures (OCDs).
3.	Shareholding, if any, in the entity with whom the agreement is executed;	60% of the shareholding in FREPL thus making thereby Subsidiary of the Company
4.	significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	1. the OCD Investors hereby agrees to subscribe to and the Company hereby agrees to issue and allot to the OCD Investors, Debentures at par value ("**Investor** Securities") for an aggregate consideration equal to the Debenture Subscription Amount which is Rs. 50 Crores. 2. The Debenture Subscription Amount shall be used by the Company to fund its slum redevelopment project situated at Veer Sambhaji SRA Co-operative Housing Society (registered) situated at CTS No. 535, 541, Village – Nahur, Taluka Mulund, LBS Marg, Mumbai – 400080 and as per other business as mutually decided by both the parties 3. Other terms and conditions as detailed in the agreement.

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5.	whether, the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship;	Yes. Said parties are related to Promoter and Promoter Group. Mr. Ghanshyambhai Nanjibhai Patel and Mr. Pareshbhai Nanjibhai Patel are Directors in the Farewell Real Estates Private Limited.
6.	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	Yes, the transaction falls within related party transaction: Mr. Ghanshyambhai Nanjibhai Patel, Managing Director & Promoter and Mr. Pareshbhai Nanjibhai Patel, Whole Time Director & Promoter of the Company are the Directors in the target Company also. The consideration price is derived by the Valuation Report hence it is on arm length.
7.	in case of issuance of shares to the parties, details of issue price, class of shares issued;	Not Applicable
8.	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	Not Applicable
9.	in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a)name of parties to the agreement; b)nature of the agreement; c)date of execution of the agreement; d)details of amendment and impact thereof or reasons of termination and impact thereof	Not Applicable

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ANNEXURE – C

Disclosure of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with SEBI Circular No. *SEBI/HO/CFD-PoD1/P/CIR/2023/123* date *13th July, 2023*

Sr.No	Particulars	Information
1.	Name(s) of parties with whom the agreement is entered	1. M/s. Farewell Real Estates Private Limited (Entity with Common Director) 2. M/s. B-Right Realestate Limited (Shareholder of FERPL) 3. M/s. B-Right Realestate Ventues LLP 4. Mr. Ghanshyambhai Nanjibhai Patel 5. Mr. Pareshbhai Nanjibhai Patel
2.	purpose of entering into the agreement;	For development of the project under the name of ***"Veer Sambhaji Nagar Co-operative Housing Society Ltd".***
3.	Shareholding, if any, in the entity with whom the agreement is executed;	Post SPA company would hold 60% Equity Shares in FERPL.
4.	significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	Promoters of FERPL and the Company and subject to the terms of this Agreement, the Yogi Limited has agreed to invest Investor Contribution as mentioned in the agreement, for funding the Company, which shall be utilized for the purpose of development of the Project, which would be developed by the FERPL and has further agreed to purchase from the Promoter 1 (41,46,000) equity shares together with the Shareholders constituting 60% of the paid up share capital of the FERPL on the

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		understanding that the Parties would be entitled to the distributions of revenue / cash flows from the Project in accordance with terms of the agreement and the Yogi Limited and Promoters of the FERPL will control, manage, supervise, monitor and provide the necessary expertise and technical support for the construction and development of the Project as mentioned in the Agreement.
5.	whether, the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship;	Yes. Said parties are related to Promoter and Promoter Group. Mr. Ghanshyambhai Nanjibhai Patel and Mr. Pareshbhai Nanjibhai Patel are Directors in the Farewell Real Estates Private Limited.
6.	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	Yes, the transaction falls within related party transaction: Mr. Ghanshyambhai Nanjibhai Patel, Managing Director & Promoter and Mr. Pareshbhai Nanjibhai Patel, Whole Time Director & Promoter of the Company are the Directors in the target Company also. The consideration price is derived by the Valuation Report hence it is on arm length.
7.	in case of issuance of shares to the parties, details of issue price, class of shares issued;	Not Applicable
8.	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity,	Under this Agreement the company has right to appoint 4 Directors on the Board of FERPL which shall be considered as **"Investor Directors"**

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	potential conflict of interest arising out of such agreements, etc.;	
9.	in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a)name of parties to the agreement; b)nature of the agreement; c)date of execution of the agreement; d)details of amendment and impact thereof or reasons of termination and impact thereof	Not Applicable

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Annexure D

Disclosure of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Particulars	Information
Name of the Project	Yogi Sea
Category of Project	3 & 4 BHK Duplex & 6 BHK Triplex Residences
Tower size	13 Floor with terrace Floor
Units	7 residences luxury units
Whether caters to Domestic/ International Markets	Both
Place	Union Park, Near Pali Hill, Bandra, Mumbai
purpose of development the project	To provide amenities & conveniences for its residents and designed to be a landmark in the area, it offers modern architecture, world-class amenities, and a strong emphasis on sustainability.
Expected Revenue	Rs. 150 crores (approx)