



6th Annual Report
2015-16

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CORPORATE INFORMATION

<u>BOARD OF DIRECTORS</u> 1. Mr. Rajeev Gupta (Managing Director) 2. Mrs. Monica Gupta (Director) 3. Mr. Aditya Mehra (Director) 4. Mr. Shyam Sunder Aggarwal (Director)	
<u>AUDITORS</u> STRG & Associates 348, 1 st Floor , Tarun Enclave PitamPura, Delhi-110088	<u>PRINCIPAL BANKER</u> HDFC Bank Ltd Ashoka Niketan, Delhi-110092
<u>COMPANY SECRETARY & COMP OFFICER</u> Ms. Smriti Dubey 011-43763300	<u>REGISTRAR AND TRANSFER AGENTS</u> Bigshare Services Private Limited E-2&3, Ansa Industrial Estate, Mumbai, Maharashtra 400072
<u>REGISTERED OFFICE</u> 203, Gupta Arcade, ShresthaVihar Market, Delhi-110092	<u>Website :www.yogya.co.in</u> <u>E-mail:md@yogya.co.in</u>
<u>SIXTH ANNUAL GENERAL MEETING</u> Date : 29 Sep, 2016 Time: 11.00 a.m. Venue: 203, Gupta Arcade, Shrestha Vihar Market, Delhi-110092	<u>BOOK CLOSURE</u> Date: 27/09/2016 to 29/09/2016 (Both Days Inclusive)

YOGYA ENTERPRISES LIMITED

Regd. off: 203, Gupta Arcade, Shrestha Vihar Market, New Delhi-110092

Ph. & Fax No. 011-43763300

Email ID: md@yogya.co.in

CIN: L51909DL2010PLC208333

Website: www.yogya.co.in

NOTICE

NOTICE is hereby given that the 6th Annual General Meeting of the members of **Yogya Enterprises Limited** will be held at the Registered office at 203, Gupta Arcade, Shrestha Vihar Market, New Delhi-110092 on **Thursday, the 29th day of September, 2016** at 11.00 a.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2016 and the Statement of Profit & Loss, Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Ms. Monica Gupta (DIN: 01559355), who retires by rotation and being eligible offers herself for re-appointment.
3. Ratification of Appointment of Statutory Auditors:

To ratify the appointment of Statutory Auditors and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION**:

"RESOLVED THAT appointment of M/s. STRG & Associates, Chartered Accountants (Firm Registration No. **014826N**) as Statutory Auditors of the Company as was made by the Shareholders at the Annual General Meeting of the Company held on 30th September, 2015 for a period of 5 years, be and is hereby ratified for the period of one year i.e from the conclusion of this Annual General Meeting till the conclusion of next Annual General meeting at a remuneration as may be fixed by the Board in its absolute discretion."

RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

SPECIAL BUSINESSES:

4. Re-appointment of Mr. Shyam Sunder Aggarwal (DIN- 03574733) as independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shyam Sunder Aggarwal (DIN- 03574733), who was appointed as an independent director by the shareholders at 5th Annual General Meeting held on September 30th, 2015 for a term of one year ending on September 29th, 2016, being eligible for re-appointment, submitted a declaration that he meets the criteria for independence as provided in section 149(7) of the Act, be and is hereby re-appointed as an independent director of the Company for term

of five years from September 29, 2016 to September 28, 2021 and that he shall not be subject to retirement by rotation."

5. Re-appointment of Mr. Aditya Mehra (DIN- 06750294) as independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Aditya Mehra (DIN-06750294), who was appointed as an independent director by the shareholders at 5th Annual General Meeting held on September 30th, 2015 for a term of one year ending on September 29th, 2016, being eligible for re-appointment, submitted a declaration that he meets the criteria for independence as provided in section 149(7) of the Act, be and is hereby re-appointed as an independent director of the Company for term of five years from September 29, 2016 to September 28, 2021 and that he shall not be subject to retirement by rotation."

Regd. Office:

203, Gupta Arcade,
Shrestha Vihar Market
New Delhi-110092
Dated: 3rd September, 2016

By Order of the Board
For YOGYA ENTERPRISES LIMITED

Sd/-

(Smriti Dubey)

Company Secretary

Membership No. A39365

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM (MGT-11) IS ENCLOSED**
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) 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 proxy for any other person or shareholder
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

4. DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER PURSUANT TO REGULATION 36(3) SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:

Name	Ms. Monica Gupta	Mr. Shyam Sunder Aggarwal	Mr. Aditya Mehra
Designation	Non-Executive Non-Independent Director	Independent Director	Independent Director
Age	35 Years	35 Years	36 Years
Date of first appointment	15/11/2010	05/12/2014	05/12/2014
Qualification	B.A.	BCA	B.Com
Experience & Profile	She holds Bachelor Degree in Arts from Delhi University. She is having 14 years of experience in Fabrics Industry, Marketing and Administration. She takes care of our Textile Division as well as Human Resource and Administration.	He is having 13 years of experience in Research and Administration through building systems and processes for smooth & efficient running of business.	He is having more than 10 years of experience in banking sectors, with 6 years at senior level positions. He was instrumental in growth of many branches headed by him. He is having sound experience in different kinds of financial instruments and products, which the Banks offers to its corporate clients. As an independent director, he brings value addition to Company.
Directorship held in other Companies	Yogya Infrastructures Limited Excellent Securities Limited Elevate Enterprises LLP Yogya Infomedia Limited	NIL	A & H Realtech Private Limited
Directorship held in Listed entities	NIL	NIL	NIL
Membership of Committees of the Board the Board (only Listed Entities) in which Chairmanship membership is held (includes only Audit	Member 1. Audit Committee 2. Nomination and Remuneration	Member 1. Audit Committee 2. Nomination and Remuneration	Chairman 1. Audit Committee 2. Nomination and Remuneration Committee

Committee and Stakeholder Relationship Committee)	Committee 3. Stakeholder Grievance Committee	Committee 3. Stakeholder Grievance Committee	3. Stakeholder Grievance Committee
No. of Board Meeting attended during the year	16	16	16
Terms & Conditions of appointment/ re- appointment	Terms & Conditions of the Appointment will remain the same as of original appointment.	In compliance with the provisions of Sec 149 read with Schedule IV of the Act, the appointment of Mr. Shyam Sunder Aggarwal as an Independent Director is now being appointed for a period of 5 years.	In compliance with the provisions of Sec 149 read with Schedule IV of the Act, the appointment of Mr. Aditya Mehra as an Independent Director is now being appointed for a period of 5 years.
Numbers of shares held in the Company	70,000	NIL	NIL
Past Remuneration	NIL	NIL	NIL
Relationship with other Directors	Wife of Mr. Rajeev Gupta, Managing Director	Independent	Independent

5. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. In case of joint shareholder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of place of the meeting. Proxy/representative of a member should mark on the Attendance Slip as "Proxy" or "Representative" as the case may be.

8. Members who hold shares in dematerialized mode are requested to intimate any changes pertaining with their bank account details, ECS mandates, nominations, power of attorney, change of address/name etc. to their Depository Participant only and not to the Company's Registrar & Share Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better service to the members.
9. Members holding shares in physical form are requested to intimate immediately to the Registrars & Share Transfer Agents of the Company, M/s Bigshare Services Pvt Ltd, E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri(E), Mumbai – 400 072 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, to enable the Company to print these details on the dividend warrants; and (b) change in their address, if any, with pin code number. The following information to be incorporated on the dividend warrants may be furnished:
 - I. Name of Sole/First joint holder and the folio number.
 - II. Particulars of Bank Account, viz.
 - III. Name of the Bank
 - IV. Name of the Branch
 - V. Complete address of the Bank with Pin Code number
 - VI. Bank Account Number allotted by the Bank and nature of the Account (Savings/Current etc.
10. Members desirous of having any information regarding accounts are requested to address their queries to the Manager (Finance) at the registered office of the Company at least seven days before the date of the meeting, so that the requisite information is made available at the meeting.
11. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, and Circulars etc. from the Company electronically.
13. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in SH-13.
14. The Company has entered into agreements with CDSL and NSDL to offer depository services to the Shareholders. Shareholders can open account with any of the depository participant registered with CDSL and NSDL.
15. Members may also note that the Notice of the 6th Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.yogya.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: md@yogya.co.in.
16. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Shareholders' at the 5th Annual General Meeting of the Company held on September 30, 2015 had appointed Mr. Shyam Sunder Aggarwal, as an Independent Director for one year term starting from September 30, 2015 to September 29, 2016.

Mr. Shyam Sunder Aggarwal had served the Company with his expertise and knowledge throughout his long association with the company.

The Nomination and Remuneration Committee has given its recommendation for reappointment keeping in view his contribution to the company's management and administration.

The Board at its meeting held on 3rd September, 2016, proposed the re-appointment of Mr. Shyam Sunder Aggarwal as an Independent Directors for his 2nd term of five year from September 29, 2016 to September 28, 2021. The Board considers that his re-appointment would bring with him immense experience to the Company in the areas of management, administration and Corporate Governance.

Mr. Shyam Sunder Aggarwal, being non –executive director of the Company, has given a declaration to the Board that he meet the criteria of independence as provided under Section 149(6) read with schedule iv of the Act. In the opinion of the Board, Mr. Shyam Sunder Aggarwal, Director, fulfills the conditions specified in the relevant provisions of the Companies Act, 2013 and the rules made thereunder for the appointment as Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the re-appointment of Mr. Shyam Sunder Aggarwal as Independent Director been placed before the Members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Except Mr. Shyam Sunder Aggarwal, no other director, key managerial personnel or their relative, is interested in the aforesaid resolutions.

The Board recommends the resolution set forth in Item No. 4 for approval of the members.

Item No. 5

The Shareholders' at the 5th Annual General Meeting of the Company held on September 30, 2015 had appointed Mr. Aditya Mehra, as an Independent Director for one year term starting from September 30, 2015 to September 29, 2016.

Mr. Aditya Mehra had served the Company with his expertise and knowledge throughout his long association with the company.

The Nomination and Remuneration Committee has given its recommendation for reappointment keeping in view his contribution to the company's management and administration.

The Board at its meeting held on 3rd September, 2016, proposed the re-appointment of Mr. Aditya Mehra as an Independent Directors for his 2nd term of five year from September 29, 2016 to September 28, 2021. The Board considers that his re-appointment would bring with him immense experience to the Company in the areas of management, administration and Corporate Governance.

Mr. Aditya Mehra, being non –executive director of the Company, has given a declaration to the Board that he meet the criteria of independence as provided under Section 149(6) read with schedule iv of the Act. In the opinion of the Board, Mr. Aditya Mehra, Director, fulfills the conditions specified in the relevant