



# 8<sup>th</sup> Annual Report

## 2017-18

## INDEX

<u>S.no.</u>	<u>Particulars</u>	<u>Page No.</u>
1.	Corporate Information	2
2.	Notice of AGM	3
3.	Board's Report	8
4.	MGT-9	17
5.	Secretarial Audit Report	27
6.	AOC-1	31
7.	AOC-2	33
8.	Particulars Of Employees	35
9.	Management Discussion And Analysis Report	36
10.	Independent Auditor Report for Standalone Financial Statements for F.Y 2017-2018	38
11.	Standalone Financial Statements for F.Y 2017-2018	44
12.	MGT-11 (Proxy Form)	58
13.	Attendance Slip & Route Map	59

## CORPORATE INFORMATION

<b><u>BOARD OF DIRECTORS</u></b> 1. Mr. Rajeev Gupta (Managing Director) 2. Mrs. Monica Gupta (Director) 3. Mr. Kiran Vitthal Bhogate (Director) 3. Mr. Aditya Mehra (Independent Director) 4. Mr. Shyam Sunder Aggarwal (Independent Director)	<b><u>PRINCIPAL BANKER</u></b> HDFC Bank Ltd Manak Vihar, Delhi-110092
<b><u>AUDITORS</u></b> STRG & Associates 348, 1 <sup>st</sup> Floor , Tarun Enclave PitamPura, Delhi-110088	<b><u>REGISTRAR AND TRANSFER AGENTS</u></b> Bigshare Services Private Limited E-2&3, Ansa Industrial Estate, Mumbai, Maharashtra 400072
<b><u>REGISTERED OFFICE</u></b> 203, Gupta Arcade, Shrestha Vihar Market, Delhi-110092	<b><u>Website : <a href="http://www.yogya.co.in">www.yogya.co.in</a></u></b> <b><u>E-mail: <a href="mailto:md@yogya.co.in">md@yogya.co.in</a></u></b>
<b><u>EIGHTH ANNUAL GERENRAL MEETING</u></b> Date : 29 <sup>th</sup> Sep, 2018 Time: 11.00 A.M. Venue: 203, Gupta Arcade, Shrestha Vihar Market, Delhi-110092	<b><u>BOOK CLOSURE</u></b> Date: 26/09/2018 to 28/09/2018 (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](mailto:md@yogya.co.in)

CIN: L51909DL2010PLC208333

Website: [www.yogya.co.in](http://www.yogya.co.in)

## NOTICE

NOTICE is hereby given that the 8<sup>th</sup> 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 **Saturday, the 29<sup>th</sup> day of September, 2018** at 11.00 a.m. to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2018, and Statement of Profit & Loss and Cash Flow Statement of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the Reports of the Board 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 30<sup>th</sup> 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 BUSINESS:

4. To appoint Mr. Kiran Vitthal Bhogate (DIN: 07844152) as Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Kiran Vitthal Bhogate (DIN: 07844152) who was co-opted as an Additional Director on the board of the company with effect from 19<sup>th</sup> March, 2018 and who ceases to hold the office at this Annual General Meeting and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received from a member along with requisite deposit proposing his candidature for the office of a Director on the Board of the Company, be and is hereby appointed as a director on the Board, liable to retire by rotation.”

**Regd. Office:**

203, Gupta Arcade,  
Shrestha Vihar Market  
New Delhi-110092  
Dated: 31<sup>st</sup> August, 2018

By Order of the Board  
For YOGYA ENTERPRISES LIMITED

Sd/-  
(RAJEEV GUPTA)  
Managing Director  
DIN: 00603828

**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. Kiran Vitthal Bhogate
Designation	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director
Age	38 Years	35 Years
Date of first appointment	15/11/2010	19/03/2018
Qualification	B.A.	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 Commerce Graduate (B.Com) and having more than 15 years of experience in financial and Capital Market.  He was previously associated with Networth Stock Broking for more than 5 Years with a

		<p>profile of Capital Market Consulting, Client relationship and Sales.</p> <p>He explore the financial market as Consultant and provide advises Lots of Clients on Capital Market.</p>
Directorship held in other Companies	Yogya Infrastructures Limited Excellent Securities Limited Yogya Infomedia Limited	Ganipitak Yakshraj Caplease Limited
Directorship held in Listed entities	NIL	Nil
Membership of Committees of the Board the Board (only Listed Entities) in which Chairmanship membership is held (includes only Audit Committee and Stakeholder Relationship Committee)	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Grievance Committee	Nil
No. of Board Meeting attended during the year	10	1
Terms & Conditions of appointment/ re-appointment	Terms & Conditions of the Appointment will remain the same as of original appointment.	Terms & Conditions of the Appointment will remain the same as of original appointment.
Numbers of shares held in the Company	174500	Nil
Past Remuneration	NIL	Nil
Relationship with other Directors	Wife of Mr. Rajeev Gupta, Managing Director	Nil

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. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from Wednesday, 26<sup>th</sup> September, 2018 to Friday, 28<sup>th</sup> September, 2018 (both days inclusive).
10. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. 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.
12. 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.
13. 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.
14. 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.
15. 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.
16. 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.
17. Members may also note that the Notice of the 8<sup>th</sup> Annual General Meeting and the Annual Report for FY 2017-2018 will also be available on the Company's website [www.yogya.co.in](http://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](mailto:md@yogya.co.in).

**Regd. Office:**

203, Gupta Arcade,  
Shrestha Vihar Market  
New Delhi-110092  
Dated: 31<sup>st</sup> August, 2018

By Order of the Board  
For YOGYA ENTERPRISES LIMITED  
Sd/-  
(RAJEEV GUPTA)  
Managing Director  
DIN .00603828

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

**ITEM NO. 4:**

Mr. Kiran Vitthal Bhogate (DIN: 07844152), who was appointed as an Additional Director of the Company with effect from 19<sup>th</sup> March, 2018, in terms of Section 161 of the Companies Act, 2013, he holds office until the date of the Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Kiran Vitthal Bhogate (DIN: 07844152) for the office of the Director under the provisions of Section 160 of the Companies Act, 2013.

Mr. Kiran Vitthal Bhogate (DIN: 07844152) is an eminent Professional and brings rich and varied experience to the Board. The Board of Directors recommends the resolution set out in Item no. 4 of the Notice for approval of the Members.

The Board recommends the resolution for your approval. Mr. Kiran Vitthal Bhogate (DIN: 07844152) is interested in the resolution to the extent of his appointment.

None of the remaining Directors and their relatives is concerned or interested in the proposed resolution.

**Regd. Office:**

203, Gupta Arcade,  
Shrestha Vihar Market  
New Delhi-110092  
Dated: 31<sup>st</sup> August, 2018

By Order of the Board  
For YOGYA ENTERPRISES LIMITED  
Sd/-  
(RAJEEV GUPTA)  
Managing Director  
DIN .00603828

## BOARD'S REPORT

To  
The Members,  
Yogya Enterprises Limited,

Your Directors are pleased to present their report on the affairs of the company for the Financial Year ended March 31, 2018.

### FINANCIAL PERFORMANCE

(Audited)

(Amount in Rs. )

Particulars	Financial Year ended 31.03.2017	Financial Year ended 31.03.2018
Total Revenue	328,598,026	5,24,11,842
Profit before Interest, Tax & Depreciation	16,92,629	32,08,007
Less: Depreciation	13,03,419	9,99,963
<b>Profit before Tax</b>	<b>3,89,210</b>	<b>22,08,045</b>
Prior Period Expenses		
Income Tax for Previous Years	-	-
TDS W/O	-	-
<b>Profit before Tax after Extraordinary Items</b>	<b>3,89,210</b>	<b>22,08,045</b>
Less: Provision for Income Tax		
i) Current Tax	164,633	4,34,297
ii) Deferred Tax	(56012)	829
iii) Mat Credit	-	(4,34,297)
iv) Excess Provision of Income tax Earlier year	-	(10,198)
<b>Net Profit/ (Loss)</b>	<b>2,80,559</b>	<b>22,17,414</b>

### KEY HIGHLIGHTS

During the period under consideration, the total Revenue for the year fell to **Rs. 5.24 Cr** in 2017-18 from **Rs. Rs 32.86 Cr** in 2016-17. The Net Profit for the year increased to **Rs. 22.17 Lac** in 2017-18 from **Rs. 2.81 Lac** in the previous year.

### STATE OF COMPANY'S AFFAIR

The Company is engaged in the trading business. We are the registered dealer in Metals, IT Hardwares, Bullion and Fabrics . All three Trading heads are our Strategic Business Units and are headed by team of professionals.

## **DIVIDEND**

In order to meet the additional working capital requirements of the Company, No Dividend has been declared.

## **TRANSFER TO RESERVES:**

During the year under review, the company has transferred Rs. 22,17,414 to the General Reserve.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT**

There are no material changes affecting the affairs of the company which have occurred between the end of the financial year on March 31, 2018 of the company to which the financial statements relate and the date of this report.

## **LISTING OF SHARES:**

The equity shares of Yogya Enterprises Ltd (Scrip Code: 539097) are listed and admitted to dealings on the SME Platform of BSE.

## **CHANGE IN THE NATURE OF BUSINESS**

There is no change in the nature of the Business during the financial year under review.

## **NUMBER OF MEETINGS OF THE BOARD**

During the year, the Board of Directors of the Company has met on the following dates, in compliance with the provisions of the Companies Act, 2013:

S No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	10.04.2017	4	4	100%
2	15.05.2017	4	4	100%
3	28.06.2017	4	4	100%
4	28.07.2017	4	4	100%
5	05.09.2017	4	4	100%
6	11.09.2017	4	4	100%
7	14.12.2017	4	4	100%
8	12.02.2017	4	4	100%
9	19.03.2018	5	5	100%

## **SHARE CAPITAL**

The Authorized Share Capital of the Company as on March 31, 2018 stands at Rs. 40,000,000/- divided into 4,000,000 equity shares of Rs. 10/- each. The Paid up Equity Share Capital as at March 31, 2018 stood at Rs. 35,000,000/- divided into 3,500,000 equity shares of Rs. 10/- each fully paid.

During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2018, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

## **DIRECTORS AND OTHER KEY MANAGERIAL PERSONNEL**

Your Company is managed and controlled by a Board comprising an optimum blend of Executives and Non-Executive Professional Directors. As on March 31, 2018. The Board of Directors consists of