



7th Annual Report 2016-17



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	07-14
4.	MGT-9	15-23
5.	Secretarial Audit Report	24-27
6.	AOC-1	28-30
7.	AOC-2	31-32
8.	Particulars Of Employees	33
9.	Management Discussion And Analysis Report	34-35
10.	Independent Auditor Report for Standalone Financial Statements for F.Y 2016-2017	36-42
11.	Standalone Financial Statements for F.Y 2016-2017	43-56
12.	Independent Auditor Report for Consolidated Financial Statements for F.Y 2016-2017	57-61
13.	Consolidated Financial Statements for F.Y 2016-2017	62-75
14.	MGT-11 (Proxy Form)	76-77
15.	Attendance Slip & Route Map	78

CORPORATE INFORMATION

<u>BOARD OF DIRECTORS</u> 1. Mr. Rajeev Gupta (Managing Director) 2. Mrs. Monica Gupta (Director) 3. Mr. Aditya Mehra (Independent Director) 4. Mr. Shyam Sunder Aggarwal (Independent Director)	<u>PRINCIPAL BANKER</u> HDFC Bank Ltd Manak Vihar, Delhi-110092
<u>AUDITORS</u> STRG & Associates 348, 1 st Floor , Tarun Enclave Pitampura, Delhi-110088	<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, Shrestha Vihar Market, Delhi-110092	<u>Website :www.yogya.co.in</u> <u>E-mail:md@yogya.co.in</u>
<u>SEVENTH ANNUAL GENERAL MEETING</u> Date : 30 Sep, 2017 Time: 11.00 a.m. Venue: 203, Gupta Arcade, Shrestha Vihar Market, Delhi-110092	<u>BOOK CLOSURE</u> Date: 28/09/2017 to 30/09/2017 (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 7th 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 30th day of September, 2017** at 11.00 a.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017, and Statement of Profit & Loss and Cash Flow Statement of the Company for the financial year ended 31st March, 2017 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 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."

Regd. Office:

203, Gupta Arcade,
Shrestha Vihar Market
New Delhi-110092

Dated: 5th September, 2017

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
Designation	Non-Executive Non-Independent Director
Age	37 Years
Date of first appointment	15/11/2010
Qualification	B.A.
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.
Directorship held in other Companies	Yogya Infrastructures Limited Excellent Securities Limited Yogya Infomedia Limited
Directorship held in Listed entities	NIL
Membership of Committees of the Board the Board (only Listed Entities)	1. Audit Committee 2. Nomination and Remuneration Committee

in which Chairmanship membership is held (includes only Audit Committee and Stakeholder Relationship Committee)	3. Stakeholder Grievance Committee
No. of Board Meeting attended during the year	11
Terms & Conditions of appointment/ re-appointment	Terms & Conditions of the Appointment will remain the same as of original appointment.
Numbers of shares held in the Company	174500
Past Remuneration	NIL
Relationship with other Directors	Wife of Mr. Rajeev Gupta, Managing Director

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 7th 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.

Regd. Office:

203, Gupta Arcade,
Shrestha Vihar Market
New Delhi-110092
Dated: 5th September, 2017

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, 2017.

FINANCIAL PERFORMANCE

(Audited)

(Amount in Rs.)

Particulars	Financial Year ended 31.03.2017	Financial Year ended 31.03.2016
Total Revenue	328,596,856	818,517,796
Profit before Interest, Tax & Depreciation	1,953,786	1,733,973
Less: Depreciation	13,03,419	1,040,128
Profit before Tax	650,367	693,845
Prior Period Expenses		
Income Tax for Previous Years	-	-
TDS W/O	-	-
Profit before Tax after Extraordinary Items	650,367	693,845
Less: Provision for Income Tax		
i) Current Tax	164,633	41,158
ii) Deferred Tax	(56012)	94,614
Net Profit/ (Loss)	541,746	558,073

KEY HIGHLIGHTS

During the period under consideration, the total Revenue for the year fell to **Rs. 32.85 Cr** in 2016-17 from **Rs. Rs 81.85 Cr** in 2015-16. The Net Profit for the year declined to Rs. 5.41 Lac in 2016-17 from Rs. 5.58 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. In year 2016-17 we have done a sales of more than Rs 32 Crores in current financial year we have a target sales of more than Rs 100 Crores.

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. 5,41,746 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, 2017 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 in the list of 'M' Group Securities w.e.f. 15.04.2015.

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	08-04-2016	4	4	100%
2	13-05-2016	4	4	100%
3	23-05-2016	4	4	100%
4	26-05-2016	4	4	100%
5	02-08-2016	4	4	100%
6	03-09-2016	4	4	100%
7	15-10-2016	4	4	100%
8	11-11-2016	4	4	100%
9	15-11-2016	4	4	100%
10	20-02-2017	4	4	100%
11	28-03-2017	4	4	100%

SHARE CAPITAL

The Authorized Share Capital of the Company as on March 31, 2017 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, 2017 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, 2017, 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, 2017. The Board of Directors consists of Five (4) Directors including one Managing Director, two(2) Non-executive Independent Directors, one Woman Director including CFO. All the Directors possess the requisite qualifications and experience in general corporate Management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their

capacity as Directors of the Company.

CHANGES IN COMPOSITION OF BOARD.

There change in Composition of Directors during the financial year ended on March 31,2017 were made as per companies Act 2013,Ms. Monica Gupta retires at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board recommends her re-appointment for approval of the members in the forthcoming Annual General Meeting.

KEY MANAGERIAL PERSONNEL

Mr. Tarun Kumar has resigned from the post of CFO w.e.f. April 08th, 2016.

Mr. Ankit Rastogi was appointed as a CFO (KMP as per section 203) of the Company with effect from 08th April 2016..

DECLARATION BY INDEPENDENT DIRECTORS

Independent directors had submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of Section 149 read with Schedule IV of the Companies Act, 2013. The Board confirms that the independent directors meet the criteria as laid down under the Companies Act, 2013.

None of the Independent Director on the Board of the Company serve as an Independent Director in more than seven (7) Listed Companies nor holds the position of Whole time Director in any Listed Company. Independent Directors of the Company have been appointed in accordance with the applicable provisions of the Companies Act, 2013 ("Act") read with relevant rules.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed and there is no material departures;
- (b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) they had prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EXTRACT OF THE ANNUAL RETURN

The extracts of Annual Return in Form MGT-9 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 are attached as **Annexure 'A'** to this Report.