

YOGYA ENTERPRISES LIMITED

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

Ph. & Fax No. 011-43763300

CIN: L51909DL2010PLC208333

Email ID: md@yogya.co.in

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-110092Dated: 5th September, 2017By 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

PROXYFORM

YOGYA ENTERPRISES LIMITED

Regd. Office: 203, GUPTA ARCADE,
SHRESTHA VIHAR MARKET, DELHI- 110092

Tel: +91 11 43763310

www.yogya.co.in; md@yogya.co.in

CIN:L51909DL2010PLC208333

FORM NO. MGT11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

7th Annual General Meeting – September 30th 2017

Name of member(s) :

Registered address :

E MailId :

Folio No./DPID-ClientID :

I / We, being the member(s) of shares of the above named Company, hereby appoint:

1) Name:

E-Mail.....

Address:.....

Signature Or failing him / her

2) Name:

E-Mail6.....

Address:.....

Signature.....

Resolution No	Resolutions	Optional*	
		For	Against
	<u>Ordinary Business</u>		
1.	To receive, consider and adopt the audited Balance Sheet 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:		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting of the Company to be held on **Saturday, September 30th 2017 at 11:00 A.M.** at 203, Gupta Arcade, Shrestha Vihar Market, New Delhi-110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this.....day of.....2017.

Signature of the member

Signature of the ProxyHolder(s)

NOTE:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. For the Resolutions and Notes, please refer to the Notice of the 7th Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

YOGYA ENTERPRISES LIMITED

Regd. Office: 203, GUPTA ARCADE,
SHRESTHA VIHAR MARKET, DELHI- 110092
Tel: +91 11 43763310
www.yogya.co.in ;md@yogya.co.in
CIN:L51909DL2010PLC208333

Folio No./ DP ID / Client ID

Number of shares held

I/We hereby record my/our presence at the 7TH ANNUAL GENERAL MEETING of the Company to be held at the 203, GUPTA ARCADE, SHRESTHA VIHAR MARKET, DELHI- 110092 on Saturday, 30th September, 2017 at 11:00 A.M. or at any adjournment thereof.

Signature of the Shareholder/Proxy

NOTE :

1. Please complete the Folio/DP ID Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance

Verification counter at the entrance of the Meeting Hall.

2. Electronic copy of the Annual Report for the financial period ended on 31.03.2017 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.

3. Physical copy of Annual Report for the financial period ended on 31.03.2017 and Notice of Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

