



Date: 31<sup>st</sup> August, 2018

To,  
Corporate Relation Department,  
BSE Limited  
PJ Tower,  
Dalal Street,  
Mumbai-400001  
Security Code: 539097  
Security ID: YOGYA

**Sub: Outcome of Board Meeting**

Dear Sir/ Ma'am,

This is to inform you that the Board of Directors of the Company in its Meeting held on **Friday, August 31, 2018 at 1:00 P.M.** at the Registered Office of the Company at 203, Gupta Arcade, Shrestha Vihar Market, Near Karkarduma Metro Station, Delhi 110092, inter alia, considered and approved the following businesses:

1. Calling 8<sup>th</sup> Annual General meeting of the Company for the Financial year 2017-18 on Saturday, 29<sup>th</sup> September, 2018 at 11.00 A.M. at the registered office of the Company at 203, Gupta Arcade, Shrestha Vihar Market, Near Karkarduma Metro Station, Delhi 110092;
2. Approved Notice and Directors Report along with annexures for the Financial year 2017-18;
3. The Share Transfer Books and Register of Members will remain Closed from Wednesday, 26<sup>th</sup> September, 2018 to Friday, 28<sup>th</sup> September, 2018 (both days inclusive) for the purpose of ensuing Annual General Meeting.

Thanking You,  
For YOGYA ENTERPRISES LIMITED

RAJEEV GUPTA  
MANAGING DIRECTOR

ENCL :Notice of AGM





# 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	He is Commerce Graduate (B.Com) and having more than 15 years of

	experience in Fabrics Industry, Marketing and Administration. She takes care of our Textile Division as well as Human Resource and Administration.	experience in financial and Capital Market.  He was previously associated with Networth Stock Broking for more than 5 Years with a profile of Capital Market Consulting, Client relationship and Sales.  He explore the financial market as Consultant and provide advises Lots of Clients on Capital Market.
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



# 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](mailto:md@yogya.co.in) Website: [www.yogya.co.in](http://www.yogya.co.in)

Form No. MGT-11

Proxy form

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

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 08<sup>th</sup> Annual General Meeting of the company, to be held on Saturday, the 29<sup>th</sup> day of September, 2018 at 11.00 a.m. at the Registered office at 203, Gupta Arcade, Shrestha Vihar Market, New Delhi-110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
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 M/s. STRG & Associates, Chartered Accountants (Firm Registration No. 014826N) as Statutory Auditors & fixing their remuneration.		
4.	To appoint Mr. Kiran Vitthal Bhogate (DIN: 07844152) as Director, Liable to retire by rotation.		

\* Applicable for investors holding shares in Electronic form.

Affix Revenue  
Stamps

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder  
across Revenue Stamp

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) The proxy need not be a member of the company.



# 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](mailto:md@yogya.co.in) Website: [www.yogya.co.in](http://www.yogya.co.in)

## ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

8<sup>TH</sup> Annual General Meeting on Saturday, the 29<sup>th</sup> day of September, 2018 at 11.00 a.m. at the Registered office at 203, Gupta Arcade, Shrestha Vihar Market, New Delhi-110092.

Full name of the members attending \_\_\_\_\_

(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 8th Annual General Meeting on Saturday, the 29th day of September, 2018 at 11.00 a.m. at the Registered office at 203, Gupta Arcade, Shrestha Vihar Market, New Delhi-110092.

(Member's /Proxy's Signature)

### Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) A Proxy need not be a member of the Company.
- 3) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 4) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

**ROUTE - MAP OF AGM**

