



9TH ANNUAL REPORT

FOR THE

FINANCIAL YEAR 2018-19

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	7
4.	MGT-9	15
5.	Secretarial Audit Report	25
6.	AOC-1	29
7.	AOC-2	31
8.	Particulars Of Employees	33
9.	Management Discussion And Analysis Report	34
10.	Independent Auditor Report for Standalone Financial Statements for F.Y 2018-2019	36
11.	Standalone Financial Statements for F.Y 2018-2019	45
12.	MGT-11 (Proxy Form)	60
13.	Attendance Slip & Route Map	61 & 62

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

CORPORATE INFORMATION

<u>BOARD OF DIRECTORS</u> 1. Mr. Rajeev Gupta (Managing Director) 2. Mrs. Monica Gupta (Director) 3. Mr. Kiran Vitthal Bhogate (Independent Director) 3. Mr. Aditya Mehra (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>EIGHTH ANNUAL GERENRAL MEETING</u> Date : 30 th Sep, 2019 Time: 11.00 a.m. Venue: 203, Gupta Arcade, Shrestha Vihar Market, Delhi-110092	<u>BOOK CLOSURE</u> Date: 25/09/2019 to 27/09/2019 (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 9th 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 **Monday, the 30th day of September, 2019** 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, 2019, and Statement of Profit & Loss and Cash Flow Statement of the Company for the financial year ended 31st March, 2019 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. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), M/s Ashar & Pathak, Chartered Accountants (Registration No. 127006W), be and are hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

Regd. Office:
203, Gupta Arcade,
Shrestha Vihar Market
New Delhi-110092
Dated: 31st August, 2019

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

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

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	38 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) 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
No. of Board Meeting attended during the year	10
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

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

Relationship with other Directors	Wife of Mr. Rajeev Gupta, Managing Director
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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, 25th September, 2019 to Friday, 27th September, 2019 (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.

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

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 9th Annual General Meeting and the Annual Report for FY 2018-2019 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: 31st August, 2019

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

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

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, 2019.

FINANCIAL PERFORMANCE

(Audited)

(Amount in Rs.)

Particulars	Financial Year ended 31.03.2019	Financial Year ended 31.03.2018
Total Revenue	7,20,78,979	5,24,11,842
Profit before Interest, Tax & Depreciation	(88,06,994)	32,08,007
Less: Depreciation	3,28,336	9,99,963
Profit before Tax	(91,35,330)	22,08,045
Prior Period Expenses		
Income Tax for Previous Years	-	-
TDS W/O	-	-
Profit before Tax after Extraordinary Items	(91,35,330)	22,08,045
Less: Provision for Income Tax		
i) Current Tax	-	4,34,297
ii) Deferred Tax	(95,586)	829
iii) Mat Credit	-	(4,34,297)
iv) Excess Provision of Income tax Earlier year	-	(10,198)
Net Profit/ (Loss)	(90,39,744)	22,17,414

KEY HIGHLIGHTS

During the period under consideration, the total Revenue for the year increased from Rs. 5.24 Cr in 2017-18 to Rs. 7.21 Cr in 2018-19. The Net Profit for the year decreased to loss of Rs. 90.40 Lacs in 2018-19 from profit of Rs. 22.17 Lacs 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.

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

DIVIDEND

Since the company is in loss during the year, No Dividend has been declared.

TRANSFER TO RESERVES:

During the year under review, the company has transferred not transferred any amount 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, 2019 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	9 th May, 2018	5	5	100%
2	6 th July, 2018	5	5	100%
3	24 th August, 2018	5	5	100%
4	31 st August, 2018	5	5	100%
5	23 rd October, 2018	5	5	100%
6	13 th November, 2018	5	5	100%
7	16 th January, 2019	4	4	100%

SHARE CAPITAL

The Authorized Share Capital of the Company as on March 31, 2019 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, 2019 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, 2019, 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, 2019. The Board of Directors consists of Four (4) Directors including one Managing Director, One (1) Non-executive Independent Director and

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

Two (2) Non Executive and Non Independent Director including one Woman Director. 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.

The change in Composition of Directors during the financial year ended on March 31, 2019 were made as per companies Act 2013, Mr. 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.

Also, During the year under review, Mr. Shyam Sunder Aggarwal resigned as an Independent Director of the Company and Mr. Kiran Vitthal Bhogate was appointed as an Independent Director of the Company w.e.f. 16th January, 2019.

KEY MANAGERIAL PERSONNEL

During the year, Ms. Jaya Arora has resigned as Company Secretary on 6th July, 2018, and Mr. Vikal Madan was appointed as Company Secretary and Compliance officer w.e.f. 23rd October, 2018 and Mr. Ankit Rastogi, CFO of the Company resigned on 31st August, 2018 and Ms. Meenu was appointed as CFO of the Company.

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

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

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.

STATUTORY AUDITORS

M/s STRG & Associates, Chartered accountants, Statutory Auditors of the Company hold office till the conclusion of the ensuing Annual General Meeting. However, they have tendered their resignation to act as Statutory Auditors of the Company, and M/s Ashar & Pathak, Chartered Accountants (Registration No. 127006W) have given their consent to act as Statutory auditors of the Company. Also, they have confirmed their eligibility to the effect that their appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for appointment. The Company has received their written consent and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

Auditor's Report

Auditor's Report does not contain any observation(s)/qualification(s), hence does not call for any explanation.

During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

The Report given by M/s STRG & Associates, Statutory Auditors on the financial statement of the Company for the year ended 31st March, 2019 is part of the Annual Report.

Secretarial Auditors

The Board had appointed M/s Gagan Goel & Co, Company Secretaries to carry out Secretarial Audit in accordance with the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the financial year ended March 31, 2019.

Secretarial Auditors's Report

The Company will ensure the timely Compliances as mention in the by the Secretarial Audit Report.

A copy of the Secretarial Audit Report is annexed herewith as **Annexure -B** and forms part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

(A) Conservation of energy:

- (i)** Steps taken or impart on conservation of energy :-No such steps were required as the Company is not into any manufacturing activities.
- (ii)** Steps taken by the company for utilizing alternate sources of energy:-No such steps were required as the Company is not into any manufacturing activities.
- (iii)** Capital Investment on energy conservation equipments:-NIL

(B) Technology absorption

- (I) efforts made towards technology absorption:- As the Company is not using any borrowed technology no such steps are required.
- (II) benefit derived:-NA
- (III) In case of imported technology- N.A.
 - a) The detail of technology imported
 - b) The year of import
 - c) Whether the technology been fully absorbed
 - d) If not fully absorbed areas where absorption has not been taken place, and the reasons thereof
- (IV) Expenses incurred on R & D: NIL

FOREIGN EXCHANGE EARNINGS AND OUTGO

PARTICULARS	(Amount in Rs.)	
	CURRENT YEAR	PREVIOUS YEAR
Foreign Exchange Outgo	NIL	NIL
Foreign Exchange Earning	NIL	NIL

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

INTERNAL FINANCIAL CONTROL

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Company's Internal Control Systems are commensurate with the nature of its business and the size and complexity of its operations.

RISK MANAGEMENT

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has developed and implement the Risk Management Policy for the Company including identification therein of elements of risk, if any, which is in the opinion of the Board may threaten the existence of the Company. These are discussed at the meeting of the Audit Committee and the Board of Directors of the Company.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The company has not made any investment and given guarantee under Sec 186 of the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to the provisions of Section 135 of the Companies Act, 2013, every company having networth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

ora net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board and shall formulate a Corporate Social Responsibility Policy. Your Company is not falling under the preview of said section during the year.

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

Your company does not have any unlisted/listed subsidiary company or Joint Ventures or any Associate Companies. Pursuant to the provisions of the Rule 8 of Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the Company's subsidiaries, associates and joint venture companies in Form AOC-1 is attached as **Annexure C**.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, the Company has not entered into any related party transaction falling under sub-section (1) of Section 188 of the Companies Act, 2013. Form for disclosure of particulars of contracts/arrangements as required under clause (h) of sub-section (3) of section 134 of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014) is provided in the Board Report in the form AOC- 2 as **Annexure D**.

COMPOSITION OF COMMITTEES

Audit Committee

As per the provisions of Section 177 of the Companies Act, 2013 your Company has Constituted an Audit committee. The Audit Committee comprises of majority of the Independent Directors .All the members of the Committee have experience in financial matters. The details of the composition of the committee are set out in the following table:

S. No.	Name	Status	Designation
1	Mr. Aditya Mehra	Independent Director	Chairman
2	Mr. Kiran Vitthal Bhogate	Independent Director	Member
3	Ms. Monica Gupta	Non Executive and Non Independent Director	Member

Nomination and Remuneration Committee

Our Company has constituted a nomination and remuneration committee ("Nomination and Remuneration Committee"). The Nomination and Remuneration Committee was reconstituted vide resolution passed at the meeting of the Board of Directors held on 16th January, 2019. The committee currently comprises of three (3) Directors. Mr. Aditya Mehra is the Chairman of the remuneration committee. The details of the composition of the Committee are set out in the following table:

S. No.	Name	Status	Designation
1	Mr. Aditya Mehra	Independent Director	Chairman
2	Mr. Kiran Vitthal Bhogate	Independent Director	Member
3	Ms. Monica Gupta	Non Executive and Non Independent Director	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE / INVESTORS GRIEVANCE COMMITTEE

Our Company has constituted a Stakeholders relationship Committee / investors grievance committee ("Stakeholders relationship committee / Investors Grievance Committee") to redress the complaints of the shareholders. The Stakeholders relationship Committee / Investors Grievance Committee was reconstituted vide resolution passed at the meeting of the Board of Directors held

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

on 16th January, 2018. The committee currently comprises of three (3) Directors Mr. Aditya Mehra is the Chairman of the Stakeholders relationship Committee / investor Grievance Committee.

S. No.	Name	Status	Designation
1	Mr. Aditya Mehra	Independent Director	Chairman
2	Mr. Kiran Vitthal Bhogate	Independent Director	Member
3	Ms. Monica Gupta	Non Executive and Non Independent Director	Member

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company has formulated a policy known as Nomination and Remuneration Policy to govern the appointment and payment of remuneration to directors and KMPs. The said policy is available on website www.yogya.co.in

ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, as approved by Board on recommendation of Audit Committee.

FORMAL ANNUAL EVALUATION

The Nomination and Remuneration Committee of the Company has formulated Evaluation Policy during the year, which was approved by the Board of Directors. The Policy provides for evaluation of the Board, the Committee of the Board and individual Directors, including the Chairman of the Board. The policy provides that evaluation of the performance of the Board as a whole, Board Committees and Directors shall be carried out on an annual basis.

CORPORATE GOVERNANCE

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, compliance with the Corporate Governance provisions as specified in regulation 17 to 27 and clause (b) to (i) of the sub-regulation (2) of regulation 46 and Para C, D, and E of Schedule V shall not apply to the company having paid up equity share capital not exceeding Rs. Ten Crore and net worth not exceeding Rs. Twenty Five Crore, as on the last day of the previous financial year. The Company is covered under the exception given under Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, therefore Company is not require to comply with the said provisions

DEPOSITS

Your Company has neither accepted nor any fixed deposits was outstanding as of the Balance Sheet date.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

PARTICULARS OF EMPLOYEES

The statement containing particulars of employees as required under section 197(12) of the Companies At, 2013 read with rule 5 of the Companies (Appointment of Managerial Personnel) Rules, 2014 is given in **Annexure-D** and forms part of this Report. In terms of Section 136(1) of the Companies Act, 2013, the Report and the Accounts are being sent to the Members excluding the aforesaid Annexure. Any Member interested in obtaining a copy of the Annexure may write to the Company Secretary at the Registered Office of the Company.

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

HUMAN RESOURCES

There are no employees as on date on the rolls of the Company who are in receipt of Remuneration which requires disclosures under Section 134 of the Companies Act, 2013 and Companies (Particulars of Employees) Rules, 1975. During the year under review, relationship with the employees is cordial.

GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares/ ESOP) to employees of the Company under any scheme.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENTS

The Board of Directors acknowledges with gratitude the co-operation extended by the Company's Bankers and also appreciates the continued trust and confidence reposed by the Shareholders in the management. They also place on record their appreciation for the valuable contribution and whole hearted support extended by the Company's employees at all levels.

By Order of the Board	
For Yogya Enterprises Limited Sd/- (Rajeev Gupta) Managing Director DIN: 00603828 Residential Address: 203, Gupta Arcade, Shrestha Vihar Market, Delhi, 110092, Delhi, INDIA	For Yogya Enterprises Limited Sd/- (Monica Gupta) Director DIN: 01559355 Residential Address: GOVERDHAN LAL ARORA, C-19, EAST BALDEV PARK, KRISHNA NAGAR, DELHI, 110051

Place: New Delhi

Date: 31st August, 2019

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

ANNEXURE "A"

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L51909DL2010PLC208333
2.	Registration Date	16/09/2010
3.	Name of the Company	YOGYA ENTERPRISES LIMITED
4.	Category/Sub-category of the Company	Category: Company Limited by Shares Sub-Category: Indian Non-Government Company
5.	Address of the Registered office & contact details	203, Gupta Arcade, ShresthaVihar Market, Delhi-110092 Ph. No.: 011-43763300 Website: www.yogya.co.in E-mail: MD@YOGYA.CO.IN
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited E2 Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East Mambai, Maharashtra-400072 Tel.: 022-40430200 Fax: 022-28475207 Email :ipo@bigshareonline.com Website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Wholesale trade of Computer hardware, Steel and Fabrics	46909	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate Company	% of Shares Held	Applicable Section
1	-	-	-	-	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2018]	No. of Shares held at the end of the year[As on 31-March-2019]	% Change
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YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	during the year
A. Promoters									
(1) Indian									
a) Individual/HUF	1610000	0	1610000	46.00	586000	0	586000	16.74	(29.26)
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	300000	0	300000	8.57	300000	0	300000	8.57	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	1910000	0	1910000	54.57	886000	0	886000	25.31	(29.26)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	812000	0	812000	23.20	1015000	0	1015000	29.00	5.80
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital uptoRs. 1 lakh	96000	0	96000	2.74	39,000	0	39,000	1.11	(1.63)

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	682000	0	682000	19.49	15,60,000	0	15,60,000	44.57	25.08
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	1590000	0	1590000	45.43	2614000	0	2614000	74.69	29.26
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1590000	0	1590000	45.43	2614000	0	2614000	74.69	29.26
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	3455000	45000	3500000	100	3500000	45000	3500000	100	0

ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year 01/04/2018			Shareholding at the end of the year 31/03/2019			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

SN	Shareholder's Name	Shareholding at the beginning of the year 01/04/2018			Shareholding at the end of the year 31/03/2019			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	AARAV GUPTA	10000	0.2857	0	0	0	0	(0.2857)
2	ARNNAV GUPTA	10000	0.2857	0	0	0	0	(0.2857)
3	NARESH KUMAR GUPTA	20000	0.5714	0	0	0	0	(0.5714)
4	RAMA RANI	20000	0.5714	0	0	0	0	(0.5714)
5	RAJEEV GUPTA (HUF) .	137500	3.93	0	0	0	0	(3.93)
6	Monica Gupta	118500	3.39	0	0	0	0	(3.39)
7	Dhanu Consultants Private Limited	0	0	0	0	0	0	0
8	Dhanu Infrastructure Private Limited	300000	8.5714	0	300000	8.5714	0	0
9	RAJEEV GUPTA	1294000	36.97	0	586000	16.74	0	(20.23)
		1910000	54.57	0	886000	25.31	0	(29.26)

iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Rajeev Gupta HUF				
	At the beginning of the year	137500	3.93	137500	3.93

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

SN	Particulars	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Selling of 80,000 equity Share on 24.05.2018 Selling of 56,000 equity Share on 23.05.2018 Selling of 1,500 equity Share on 05.06.2018	(1,37,500)	(3.93)	-	-
	At the end of the year			-	-
2.	Monica Gupta				
	At the beginning of the year	118500	3.39	118500	3.39
	Selling of 32,000 equity Share on 24.05.2018 Selling of 80,000 equity Share on 23.05.2018 Selling of 6,500 equity Share on 05.06.2018	(118500)	(3.39)	-	-
	At the end of the year			-	-
3.	Rajeev Gupta				
	At the beginning of the year	1294000	36.97	1294000	36.97
	Selling of 1,36,000 equity Share on 06.06.2018 Selling of 1,60,000 equity Share on 31.05.2018 Selling of 1,60,000 equity Share on 25.05.2018 Selling of 1,92,000 equity Share on 24.05.2018 Selling of 96,000 equity Share on 23.05.2018 Acquisition of 36,000 equity shares on 08.06.2018	(7,08,000)	(20.23)		
	At the end of the year			586000	16.74

**iv) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year	Cumulative Shareholding during the Year
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YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<u>At the beginning of the year</u>				
1	Vian Investmart Private Limited	373000	10.66	-	-
2	Amit Pal Yadav	341000	9.74	-	-
3	Opto Fabrics Private Limited	283000	8.08	-	-
4	Elevate Trading Private Limited	116000	3.31	-	-
5	Manish Kumar Goel	56000	1.60	-	-
6	Shweta Gupta	56000	1.60	-	-
7	Sharmila .	45000	1.51	-	-
8	Indo Jatalia Securities Pvt Ltd	24000	0.68	-	-
9	Varun Gupta	24000	0.68	-	-
10	Abhijit Jitendra Mehta	16000	0.46	-	-
	<i>All the above top ten shareholders sold their entire shareholding during the years on various dates.</i>				
	TOTAL	13,34,000	38.14	-	-
	<u>At the end of the year</u>				
1	Pune E Stock Broking Pvt Ltd	568000	16.23	568000	16.23
2	Sumitkumar Ramesh Gupta	208000	5.94	208000	5.94
3	Bhumika Sumit Desai	168000	4.80	168000	4.80
4	Ssj Finance & Securities Pvt. Ltd	160000	4.57	160000	4.57
5	Shantilal Devichandji Jain	160000	4.57	160000	4.57
6	Atul Kantilal Shah	152000	4.34	152000	4.34
7	Ig Financial Services India Pvt Ltd	152000	4.34	152000	4.34
8	Goldenleap Softech	120000	3.43	120000	3.43
9	Sujata Mahesh Sanzgiri	120000	3.43	120000	3.43
10	Mulchand Karamshi Mota	120000	3.43	120000	3.43
	TOTAL	19,28,000	55.09	19,28,000	55.09

v) **Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<u>At the beginning of the year</u>				
	<u>Directors</u>				
1	Monica Gupta	118500	3.39	118500	3.39
2.	Aditya Mehra	0	0	0	0
3.	Shyam Sunder Agarwal	0	0	0	0

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	KMP				
4	Rajeev Gupta	1294000	36.97	1294000	36.97
5	Vikal Madan	0	0	0	0
6	Meenu	0	0	0	0
7	Smriti Dubey	0	0	0	0
8	Jaya Arora	0	0	0	0
9	Ankit Rastogi	0	0	0	0
	Changes in shareholding:				
	Selling of Shareholding:				
	Monica Gupta - 118500 equity Shares				
	Rajeev Gupta- 7,44,000 Equity Shares				
	Acquisition of Shareholding:				
	Rajeev Gupta - 36000 Equity Shares				
	At the end of the year				
	Directors				
1	Monica Gupta	0	0	0	0
2.	Aditya Mehra	0	0	0	0
	KMP				
3	Rajeev Gupta	586000	16.74	586000	16.74
4	Smriti Dubey	0	0	0	0
5	Jaya Arora	0	0	0	0
6	Ankit Rastogi	0	0	0	0
7	Vikal Madan	0	0	0	0
8	Meenu	0	0	0	0

V. INDEBTEDNESS

-Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	298757	NIL	NIL	298757
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	298757	NIL	NIL	298757
Change in Indebtedness during the financial year				
* Addition	-	NIL	NIL	-

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
* Reduction	298757	NIL	NIL	298757
Net Change	298757	NIL	NIL	298757
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (in Rs.)
		Mr. Rajeev Gupta (Managing Director)	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,00,000/-	3,00,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	
4	Commission - as % of profit - others, specify...	NIL	
5	Others, please specify	NIL	
	Total (A)	3,00,000/-	3,00,000/-

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors	Total Amount in Rs.
1	Independent Directors	NIL	NIL
	Fee for attending board committee meetings	50,000	50,000
	Commission	NIL	NIL

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

SN.	Particulars of Remuneration	Name of Directors	Total Amount in Rs.
	Others, please specify	NIL	NIL
	Total (1)	NIL	NIL
2	Other Non-Executive Directors		
	Fee for attending board committee meetings	NIL	NIL
	Commission	NIL	NIL
	Others, please specify	NIL	NIL
	Total (2)	NIL	NIL
	Total (B)=(1+2)	NIL	NIL
	Total Managerial Remuneration (A+B)	50,000	50,000

C. Remuneration to Key Managerial Personnel other Than MD/Manager/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CS		CFO	Total
		Jaya Arora	Vikal Madan		
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	45,000	1,06,200	-	1,51,200
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	-	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	-	NIL
2	Stock Option	NIL	NIL	-	NIL
3	Sweat Equity	NIL	NIL	-	NIL
4	Commission	NIL	NIL	-	NIL
	- as % of profit				
	Others, specify...	NIL	NIL	-	NIL
5	Others, please specify	NIL	NIL	-	NIL
	Total	45,000	1,06,200		1,51,200

*Salary drawn for the Part of the year.

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Order of the Board
For Yogya Enterprises Limited
Sd/-
(Rajeev Gupta)
Managing Director
DIN: 00603828
Residential Address:
203, Gupta Arcade,
ShresthVihar Market,
Delhi, 110092, Delhi, INDIA

Sd/-
(Monica Gupta)
Director
DIN: 01559355
Residential Address:
GOVERDHAN LAL ARORA,
C-19,EAST BALDEV PARK,
KRISHNA NAGAR, DELHI, 110051

Place: New Delhi
Date: 31st August, 2019

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL ENDED 31ST MARCH 2019**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Yogya Enterprises Limited
203, Gupta Arcade,
Shrestha Vihar Market, Delhi,
Delhi, 110092

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **M/s YOGYA ENTERPRISES LIMITED (CIN No. L51909DL2010PLC208333)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Yogya Enterprises Limited** for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment.
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15th May 2015);
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - f. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (**Not applicable to the**

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

Company during Audit period as the Company has not introduced any such Scheme);

- g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during Audit period as the Company has not issued any Debt Securities);
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during Audit period as the Company has not delisted /proposes to de-list any equity shares from any stock Exchange)
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during Audit period as the Company has not brought back / proposed to Buy back any Securities);
- (vi) As informed and certified by the Management of the Company, There are no other laws which are specifically applicable to the Company based on their sector/Industry.
- (vii) We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with Stock Exchange in India.
- (viii) We have relied on the Representation made by the Company and its Officers for systems and mechanism formed by Company. The compliance of the provisions of corporate and other applicable laws, rules, regulations the Company for compliances under other applicable Acts, Laws and Regulations to the, standards is the responsibly of the management. Our examination was limited to the verification of procedure on test basis.
- (ix) In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditors of the company.
- (x) We have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
 - (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 made effective from 1st December, 2015 (*SEBI LODR Regulations*).

During the period under report, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a. The Website of the Company is not updated;
- b. The Company has not appointed Internal Auditor for FY 2018-19;
- c. We do not find eform MGT 14 for approval of Audited Financial Statements for FY 2017-18.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes. During the year, Ms. Jaya Arora has resigned as Company Secretary on 6th July, 2018, and Mr. Vikal Madan was appointed as Company Secretary and Compliance officer w.e.f. 23rd October, 2018 and Mr. Ankit Rastogi, CFO of the Company resigned on 31st August, 2018 and Ms. Meenu was appointed as CFO of the Company on that date.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Gagan Goel & Co.**
(Practising Company Secretaries)

Sd/-

Gagan Goel

Proprietor

M.No .A30824

CP No: 21945

Date: 31st August, 2019

Place: New Delhi

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

'Annexure A'

To,
The Members,
Yogya Enterprises Limited
203, Gupta Arcade,
Shrestha Vihar Market, Delhi,
Delhi, 110092

Sir,

Our Secretarial Audit Report for the financial year 2018-2019 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records, labour laws records, personal records of employee(s) and Books of Accounts of the company as these do not fall under specific applicable laws.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other specific applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy effectiveness with which the management has conducted the affairs of the company.

**For Gagan Goel & Co.
(Practising Company Secretaries)**

Sd/-

**Gagan Goel
Proprietor
M.No .A30824
CP No: 21945**

Date: 31st August, 2019
Place: New Delhi

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Company does not have any subsidiary/ associate companies/ joint ventures.

Sl. No.	Particulars	Details
1.	Name of the subsidiary	NA
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	-
5.	Reserves & surplus	-
6.	Total assets	-
7.	Total Liabilities	-
8.	Investments	-
9.	Turnover	-
10.	Profit before taxation	=
11.	Provision for taxation	-
12.	Profit after taxation	-
13.	Proposed Dividend	NA
14.	% of shareholding	NA

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures				
1. Latest audited Balance Sheet Date				
2. Shares of Associate/Joint Ventures held by the company on the year end				
No.				
Amount of Investment in Associates/Joint Venture			N.A	
Extend of Holding%				
3. Description of how there is significant influence				
4. Reason why the associate/joint venture is not consolidated				
5. Net worth attributable to shareholding as per latest audited Balance Sheet			N.A	
6. Profit/Loss for the year				
i. Considered in Consolidation				
ii. Not Considered in Consolidation				

1. Names of associates or joint ventures which are yet to commence operations.

2. Names of associates or joint ventures which have been liquidated or sold during the year.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

By Order of the Board
For Yogya Enterprises Limited
Sd/-

(Rajeev Gupta)
Managing Director
DIN: 00603828
Residential Address:
203, Gupta Arcade,
Shrestha Vihar Market,
Delhi, 110092, Delhi, INDIA

Sd/-
(Monica Gupta)
Director
DIN: 01559355
Residential Address:
GOVERDHAN LAL ARORA,
C-19, EAST BALDEV PARK,
KRISHNA NAGAR, DELHI, 110051

Place: New Delhi
Date: 31st August, 2019

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

During the year under review, the Company has not entered into any related party transaction falling under sub-section (1) of Section 188 of the Companies Act, 2013

1. Details of contracts or arrangements or transactions not at arm's length basis: N.A

(a) Name(s) of the related party and nature of relationship

(b) Nature of contracts/arrangements/transactions

(c) Duration of the contracts / arrangements/transactions

(d) Salient terms of the contracts or arrangements or transactions including the value, if any

(e) Justification for entering into such contracts or arrangements or transactions

(f) Date(s) of approval by the Board

(g) Amount paid as advances, if any:

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis: N.A

(a) Name(s) of the related party and nature of relationship

(b) Nature of contracts/arrangements/transactions

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

(c) Duration of the contracts / arrangements/transactions

(d) Salient terms of the contracts or arrangements or transactions including the value, if any:

(e) Date(s) of approval by the Board, if any:

(f) Amount paid as advances, if any:

By Order of the Board
For Yogya Enterprises Limited

Sd/-
(Rajeev Gupta)
Managing Director
DIN: 00603828
Residential Address:
203, Gupta Arcade,
ShresthVihar Market,
Delhi, 110092, Delhi, INDIA

Sd/-
(Monica Gupta)
Director
DIN: 01559355
Residential Address:
GOVERDHAN LAL ARORA,
C-19, EAST BALDEV PARK,
KRISHNA NAGAR, DELHI, 110051

Place: New Delhi
Date: 31st August, 2019

PARTICULARS OF EMPLOYEES

Information required with respect to Section 197(12) of the Companies Act, 2013 Read With Rule 5(1) Of The Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year under review

Name of Director/ KMP	Remuneration (In Rs.)	Ratio of Directors Remuneration to Median Remuneration	Percentage Increase in Remuneration
Rajiv Gupta (Managing Director)	300000	20:1	Nil
Monica Gupta(Director)	Nil	Nil	Nil
Shyam Sunder Aggarwal (Director)	Nil	Nil	Nil
Aditya Mehra (Director)	Nil	Nil	Nil
Jaya Arora (CS)	45,000	-	-
Vikal Madan (CS)	1,05,200	-	-

- (ii) The Median Remuneration of Employees is Rs. 15,000.
 (iii) The Company has 3 Employees on the rolls of Company as on 31st March, 2019.
 (iv) During the Year 2018-19, there was no increase in the salary of Employees.
 (v) Affirmation that the remuneration is as per the remuneration policy of the Company.
 The Company affirms that the remuneration is as per the remuneration policy of the Company.

Information required with respect to Section 197(12) of the Companies Act, 2013 Read With Rule 5(2) Of The Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014

None of the employee drawn remuneration more than of Rs. 1 Crore 2 Lakh per annum or Rs. 8.50 Lakh per month if any part of the year. Hence the provision of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of The Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014 are not applicable for the period under review.

By Order of the Board
 For Yogya Enterprises Limited
 Sd/-
 (Rajeev Gupta)
 Managing Director
 DIN: 00603828
 Residential Address:
 203, Gupta Arcade,
 ShresthVihar Market,
 Delhi, 110092, Delhi, INDIA

Sd/-
 (Monica Gupta)
 Director
 DIN: 01559355
 Residential Address:
 GOVERDHAN LAL ARORA,
 C-19, EAST BALDEV PARK,
 KRISHNA NAGAR, DELHI, 11005

Place : New Delhi
 Date: 31st August, 2019

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY OVERVIEW

The Computer Hardware and Steel Market has grown steadily over the last few years while it slowed down during the global economic recession but is likely to grow at a faster rate compared to the growth rate of past three years. The value of world's computer hardware wholesale market is expected to grow at a faster rate compared to the growth rate of past three years.

The Global fabrics industry overview suggests drastic technological changes resulting in increased quantity and quality of fabrics and a decrease in overhead and labor costs. New innovations in fabric manufacturing are fast changing the face of the industry. Due to globalization and liberalization, the fabric makers in one country face competition not only from domestic but also from international manufacturers. China has come to dominate the global textile scenario, followed by Turkey, India, US, and other countries.

OVERVIEW OF THE INDIAN TEXTILE AND APPAREL INDUSTRY

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 13 per cent of total exports. The textiles industry is also labour intensive and is one of the largest employers. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

The textile industry employs about 105 million people directly and indirectly. India's overall textile exports during FY 2017-18 stood at US\$ 37.74 billion.

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

OPPORTUNITIES&THREATS

Opportunities

Just as past advances provided opportunities to the IT hardware industry, new advances in computer technology continue to provide new opportunities for savvy small business entrepreneurs. The rise of tablet PCs and smartphones, for example, creates the potential to serve new markets, increasing the revenue. The textile industry records an annual growth of around 6-8%. More number of emerging malls and retail industries are providing opportunities to industry's segments like handicrafts and apparels.

Yogya Enterprises Limited creates opportunities for small businesses to secure long-term, high-volume sale contracts with company who view their service reliability as a major competitive advantage.

Threats

The Biggest Challenge before the Company is that it is facing stiff competition both in computer hardware business and fabric business segments. In the computer trading segment, there are a number of well established players in the market. The Company faces competition from both the organized and unorganized sector in the segment, e-retail as well as from already established branded e-retailers. In fabric segment Company face the competition from other existing traders and manufacturers of fabrics. Many of Our Competitor has substantially large capital base and resource and offer broader range products.

COMPANY OUTLOOK

Future outlook for the company is good.

RISK MANAGEMENT

The Risk Management policies of the Company ensure that all the moveable and immoveable assets of the Company are adequately covered. The same are renewed by the Board from time to time. Besides the Company is prone to usual risks of the business like change in demand, any change in export policy of the Government, international agreements on trade and tariffs etc.

INTERNAL CONTROL SYSTEM

The Company has developed an internal control system and procedures to ensure efficient conduct of business and security of its assets. Management Information system has been developed through which production performance and financial dealings are monitored by management on regular basis.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Total Standalone Revenue for the year has increased to Rs. 7.21 Cr from Rs. 5.24 Cr. The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and relevant Accounting Standards.

PROFITS

The Company's profit after tax is reduced from profit of Rs. 22.17 Lacs in the previous year to loss of Rs. 90.40 Lacs in the current year.

EARNING PER SHARE (EPS)

The Company recorded an EPS of Rs. 2.58 (negative) in Financial Year 2018-19 as compared to 0.63 in Financial Year 2017-18.

DIVIDEND

Since there is loss during the year, No Dividend has been declared.

HUMAN RESOURCES

The Company believes that the workers are the backbone of the Company. It is providing an opportunity to all the employees to utilize their full potential and grow in the organization. The Company always considers its human resources as valuable asset and is committed towards their development for continuous growth. Focus on training to enhance the skill-sets of employees in line with the business and market requirements continued throughout the year. The employee relations have continued to be harmonious throughout the year. As on 31.03.2019, the total number of employees was Three (03).

INDEPENDENT AUDITOR'S REPORT

TO

THE MEMBERS OF

YOGYA ENTERPRISES LIMITED

Report on the Audit of the Standalone

Financial Statements Opinion

We have audited the accompanying standalone financial statements of **Yogya Enterprises Limited ("the Company")**, which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IndAS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matter
Valuation of inventory	
This is the largest asset on the balance sheet, representing approximately 54% of total assets. Our audit effort has increased in this area as the Company's inventory portfolio consisting	We performed the following audit procedures over the valuation of inventory held by the Company:

<p>various equity shares has become more diversified in recent years.</p> <p>In particular, there is significant focus on considering whether the underlying inventory is valued appropriately.</p> <p>The valuation of inventory held is based on a range of inputs. Many of the inputs required can be obtained from readily available liquid market prices and rates. Where observable market data is not available, for example, when determining the valuation of certain equity shares, estimates must be developed based on the most appropriate source data and are subject to a higher level of judgment.</p> <p>Revenue Recognition.</p> <p>The total expected cash flows of the instrument over the life of the instrument must be substantially based on the profit or loss, change in the recognized net assets or fair value of the recognized and un recognized net assets of the entity over the life of the instrument. Profit or loss and the change in the recognized net assets shall be measured in accordance with relevant Indian Accounting Standards.</p> <p>We believe that Revenue from sale of shares /Securities because of its significance to profits, the high volume of revenue transactions associated with trading of securities and the judgment required in recognizing revenue from sale of securities.</p>	<p>Assessed the design and performed tests of the implementation and operating effectiveness of the key controls over the inventory held by Company which is responsible for managing the majority of inventory portfolio the Company.</p> <p>Assessed the Company's valuation of individual securities forming part of inventory. Where readily observable data was available, we sourced that independently and compared it to the company's valuation. For inventory where there was less or little observable market data, we obtained and assessed other relevant valuation data or carried out our own independent valuations. We did not identify any material differences from the company's valuations from performing this work</p> <p>Our procedures included, amongst others, data analysis of the expected flows of revenue transactions and performing testing over transactions that deviated from our expectations</p>
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Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the IndAS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations, if any, on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the company for the financial year ended March 31,2019

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For STRG & Associates
Chartered Accountants
FRN : 014826N
Sd/-
CA Rakesh Gupta
M No. 094040

Place: New Delhi
Date: 29th May, 2019

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Yogya Enterprises Limited** ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For STRG & Associates
Chartered Accountants
FRN : 014826N
Sd/-
CA Rakesh Gupta
M No. 094040

Place: New Delhi
Date: 29th May, 2019

Annexure - B to the Auditors' Report

The Annexure referred to in our report to the members of **M/s Yogya Enterprises Limited** ("the Company") on the standalone financial statements for the year Ended on 31st March, 2019, we report that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - a) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
 - b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties were held in the name of the company.
 - c) The company holds inventory of shares. As explained to us, the management has conducted physical verification of inventories where the shares were held in physical form. Where shares were held in Dematerialized form they were verified from the Demat account at reasonable intervals during the year. No material discrepancies were noticed on physical verification
3. In our opinion and according to the information and explanations given to us, the Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a) and 3(iii)(b) of the Order are not applicable.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
5. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended).
6. In our opinion, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services.
7. (a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
 - (b) There are no dues in respect of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess that have not been deposited with the appropriate authorities on account of any dispute.
8. In our opinion, the Company has not defaulted in repayment of dues to any financial institution or a bank or to debenture-holders during the year.
9. The Company did not raise any money by way of initial public offer or further public offer.

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

10. According to the information and application given to us, no fraud on or by the Company by its officers or employees has been noticed or reported during the period covered by our audit.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For STRG & Associates
Chartered Accountants
FRN : 014826N
Sd/-
CA Rakesh Gupta
M No. 094040

Place: New Delhi
Date: 29th May, 2019

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

BALANCE SHEET AS AT 31ST MARCH 2019

(All amounts are in Indian Rupees)

PARTICULARS	NOTE	As at 31.03.2019	As at 31.03.2018	As at 01.04.2017
II. ASSETS				
<u>NON CURRENT ASSETS</u>				
Fixed Assets				
-Tangible Assets	2	520,852	1,594,451	3,479,935
Non Current Investments	3	-	-	7,585,000
Long Term Loans & Advances		-	-	-
Other Non Current Assets		-	-	-
<u>CURRENT ASSETS</u>				
Current Investments	4	6,151,958	31,721,618	7,800,000
Inventories	5	21,388,980	5,821,107	25,145,827
Trade Recievable	6	1,059,382	5,922,295	6,929,287
Cash & Cash Equivalents	7	2,611,999	1,038,931	4,628,087
Short Term Loans & Advances	8	6,000,000	6,000,000	1,290,000
Other Current Assets	9	1,933,760	2,340,636	2,346,532
TOTAL		39,666,932	54,439,038	59,204,668
I. EQUITIES & LIABILITIES				
<u>SHAREHOLDERS FUND</u>				
Share Capital	10	35,000,000	35,000,000	35,000,000
Reserves & Surplus	11	4,514,075	13,553,819	11,336,405
<u>NON CURRENT LIABILITIES</u>				
Long Tem Borrowings	12	-	81,531	177,821
Deferred Tax Liability	13	12,298	107,884	107,055
<u>CURRENT LIABILITIES</u>				
Short Term Borrowings	14	-	120,936	120,936
Trade Payable	15	2,360	-	12,056,031
Other Current Liabilities	16	9,500	5,009,095	43,165
Short Term Provisions	17	128,700	565,773	363,254
TOTAL		39,666,932	54,439,038	59,204,668
Significant Accounting Policies & Notes to Accounts	1 to 31			

As per our Audit Report of even date attached
FOR STRG & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN : 014826N
 Sd/-
CA. RAKESH GUPTA
(PARTNER)
M.NO. 094040

Place : NEW DELHI
Date : 29.05.2019

For and on behalf of the Board

of Directors of

Sd/-

MEENU

(C.F.O.)

PAN : CRBPM9533Q

Sd/-

RAJEEV GUPTA

(MANAGING DIRECTOR)

DIN : 00603828

Sd/-

VIKAL MADAN

(COMPANY SECRETARY)

PAN : ACQPM5002Q

Sd/-

MONICA GUPTA

(DIRECTOR)

DIN : 01559355

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2019			
		(All amounts are in Indian Rupees)	
PARTICULARS	NOTE	For the year Ended 31.03.2019	For the year Ended 31.03.2018
<u>INCOME</u>			
Revenue From Operations	18	78,506,678	43,609,632
Other Income	19	(6,427,698)	8,802,210
Total Revenue		72,078,979	52,411,842
<u>EXPENSES</u>			
Changes in Inventories Of Finished Goods	20	(15,567,873)	19,324,720
Purchase of stock in trade	21	95,221,924	26,343,495
Employee Benefits Expenses	22	501,200	776,415
Finance Cost	23	4,973	48,081
Depreciation & Amortization Expenses	2	328,336	999,963
Other Expenses	24	725,749	2,711,123
Total Expenses		81,214,309	50,203,797
Profit Before Tax		(9,135,330)	2,208,045
<u>Prior Period Expense</u>			
Income Tax for Previous Years		-	-
TDS W/O		-	-
Profit before Tax after Extraoridinary Iteams		(9,135,330)	2,208,045
<u>Tax Expenses</u>			
Current Tax		-	434,297
Mar Credit		-	(434,297)
Excess Provision of Income Tax Earlier Year		-	(10,198)
Deferred Tax		(95,586)	829
Profit after Tax		(9,039,744)	2,217,414
Earning Per Equity Share:			
Basic & Diluted EPS		(2.58)	0.63

As per our Audit Report of even date attached

FOR STRG & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN : 014826N
 Sd/-
CA. RAKESH GUPTA
(PARTNER)
M.NO. 094040

Place : NEW DELHI
 Date : 29.05.2019

For and on behalf of the Board
 of Directors of

Sd/-
MEENU
(C.F.O.)
PAN : CRBPM9533Q

 Sd/-
RAJEEV GUPTA
(MANAGING DIRECTOR)
DIN : 00603828

Sd/-
VIKAL MADAN
(COMPANY SECRETARY)
PAN : ACQPM5002Q

 Sd/-
MONICA GUPTA
(DIRECTOR)
DIN : 01559355

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

CASH FLOW STATEMENT				
FOR THE PERIOD APRIL 01, 2018 TO MARCH 31, 2019				
S.No.	Particulars	Amount (Rs.)		Amount (Rs.)
		As at 31.03.2019		As at 31.03.2018
I.	CASH FLOW FROM OPERATING ACTIVITIES			
	Net Profit after Tax		(9,039,744)	2,217,414
	Deferred Tax Asset	(95,586)		829
	Mat Credit	-		(434,297)
	Excess Provision of Income Tax Earlier Year	-		(10,198)
	Provision For Income Tax	-	(95,586)	434,297
	Profit Before Tax		(9,135,330)	2,208,045
	Depreciation	328,336		999,963
	Revaluation income on Liquid Fund Investment	-		(300,728)
	Interest	6,283		29,674
	other adjustment	4,534		-
	Profit on Sale of Fixed Assets	(7,950)		(421,222)
	Capital gain on Liquid fund	(486,849)		(473,678)
	Dividend Income	-		(1,216)
	Interest Received	-	(155,646)	(1,095)
	Operating Profit before Working Capital Changes		(9,290,976)	2,039,743
	Adjustments for:			
	Increase / (Decrease) in Other Current Liabilities & Provisions	(5,436,668)		5,168,449
	Increase / (Decrease) in trade payables	2,360		(12,056,031)
	Increase / (Decrease) in Inventories	(15,567,873)		19,324,720
	(Increase) / Decrease in Receivables	4,862,912		1,006,992
	(Increase)/Decrease in Other Current Assets	406,876		5,896
	Repayment of Short Term Loans & Advances	-		(4,710,000)
	Repayment of Short Term Borrowings	(120,936)		-
	Proceeds from Short Term Borrowings	-	(15,853,329)	-
	Cash Generated from Operations		(25,144,305)	10,779,769
	Income Tax Paid			-
	Interest Paid		-	(10,198)
	Net Cash flow Generated from Operating Activities (A)		(25,144,305)	10,789,967
II.	CASH FLOW FROM INVESTING ACTIVITIES			
	Interest Received	-		1,095

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

	Capital gain on Liquid fund	486,849		473,678	
	Dividend Income	-		1,216	
	Sale of Investment	-		-	
	Sale of Fixed Assets	748,678		2,970,000	
	Purchase of Fixed Assets	-		(1,663,257)	
	(Purchase)/Sale of Investments	25,569,660	26,805,187	(16,035,890)	(14,253,158)
	Net Cash Flow Generated from Investing Activities (B)		26,805,187		(14,253,158)
III.	CASH FLOW FROM FINANCING ACTIVITIES				
	Issue of share Capital	-		-	
	Interest on Car Loan and Od Limit	(6,283)		(29,674)	
	Proceedings of Long Term Borrowing	(81,531)	(87,814)	(96,290)	(125,964)
	Net Cash Generated from Financing Activities (C)		(87,814)		(125,964)
IV.	Net increase in Cash & Cash Equivalents (A - B - C)		1,573,068		(3,589,156)
	Cash and Cash equivalents as on April 1,2018		1,038,931		4,628,087
	Cash and Cash equivalents as on March 31,2019		2,611,999		1,038,931
V.	Cash & Cash equivalents as stated in Balance Sheet				
	Cash in Hand		2,572,419		812,208
	Cash at Bank		39,579		226,722
	Cash & Cash equivalents as stated in Balance Sheet		2,611,999		1,038,931

As per our Audit Report of even date attached
FOR STRG & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN : 014826N
 Sd/-
CA. RAKESH GUPTA
(PARTNER)
M.NO. 094040

Place : NEW DELHI
Date : 29.05.2019

For and on behalf of the
Board of Directors of
 Sd/-
MEENU
(C.F.O.)
PAN : CRBPM9533Q

 Sd/-
RAJEEV GUPTA
(MANAGING DIRECTOR)
DIN : 00603828

Sd/-
VIKAL MADAN
(COMPANY SECRETARY)
PAN : ACQPM5002Q

 Sd/-
MONICA GUPTA
(DIRECTOR)
DIN : 01559355

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

Particulars	(Amount in Rs.)	(Amount in Rs.)	(Amount in Rs.)
	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
Note-3			
<u>Non Current Investments</u>			
<u>Quoted</u>	-	-	-
<u>Unquoted</u>			
-Office (Lease Hold)	-	-	1,000,000
-Investment in subsidiary Excellent Securities Limited	-	-	585,000
Dynamic Bond Fund	-	-	4,000,000
BSL Opportunities Fund	-	-	2,000,000
Total	-	-	7,585,000
Note-4			
<u>Current Investments</u>			
Progressive Finlease Ltd	-	11,920,000	5,000,000
Liquid Fund Investment	6,151,958	19,801,618	2,800,000
Total	6,151,958	31,721,618	7,800,000
Note-5			
<u>Inventories</u>			
Stock in Trade	21,388,980	5,821,107	25,145,827
Total	21,388,980	5,821,107	25,145,827
Note-6			
<u>Trade Receivables</u>			
(Unsecured and considered good, unless otherwise stated)			
Other trade receivables outstanding more than 6 months	-	-	-
Other trade receivables outstanding less than 6 months	1,059,382	5,922,295	6,929,287
Total	1,059,382	5,922,295	6,929,287
Note 7			
<u>Cash & Cash Equivalents</u>			
Cash in Hand	2,572,419	812,208	99,563
Bank Balances with scheduled banks			
-on current accounts	39,579	226,722	4,401,487
Fixed Deposits	-	-	127,037
Total	2,611,999	1,038,931	4,628,087
Note-8			
<u>Short Term Loans And Advances</u>			
Advance to Staff	1,000,000	1,000,000	1,030,000
Advance to Corporates	5,000,000	5,000,000	260,000
Total	6,000,000	6,000,000	1,290,000
Note-9			
<u>Other Current Assets</u>			
Advances receivable in cash or kind	1,100,000	1,100,000	1,100,000

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

Deposits - BSE Limited		-	-	150,000
F & O Margin		-	-	68,426
IPO Expenditure		320,971	641,945	962,918
GST Input		64,510	141,612	-
Mat Credit		448,279	448,279	65,188
TDS Receivable		-	8,800	-
TOTAL		1,933,760	2,340,636	2,346,532
Note-10				
<u>Share Capital</u>				
<u>Authorised Share Capital</u>				
4000000 Equity Shares @ Rs. 10/- Each		40,000,000	40,000,000	40,000,000
(Previous Year 4000000 Equity Shares @ Rs. 10/- Each)				
		40,000,000	40,000,000	40,000,000
<u>Issued, Subscribed & Paid-Up Share Capital</u>				
3500000 Equity Shares @ Rs. 10/- Each		35,000,000	35,000,000	35,000,000
(Previous Year 3500000 Equity Shares @ Rs. 10/- Each)		-	-	-
		35,000,000	35,000,000	35,000,000
<u>Details Of Shareholders Holding More Than 5% Shares</u>				
Name Of Shareholder	No. of shares	%age held	No. of shares	%age held
Rajeev Gupta	586,000	16.74%	1,294,000	36.97%
Amit Pal Yadav	7,000	0.20%	341,000	9.74%
Opto Fabrics Private Limited	3,000	0.09%	283,000	8.09%
Pune E Stock Broking Pvt Ltd	568,000	16.23%	-	0.00%
Sumit Kumar Ramesh Gupta	208,000	5.94%	-	0.00%
Vian Investmart Private Limited	-	0.00%	373,000	10.66%
Yogya Infrastructures Limited	300,000	8.57%	300,000	8.57%
(formerly known as Dhanu Infrastructure Private Limited)				
<u>Reconciliation of the no. of shares outstanding is set out below:</u>				
		No. of shares	No. of shares	
Equity Shares at the beginning of the year		3,500,000	3,500,000	2,500,000
Add: Share Issued		-	-	1,000,000
Less: Buyback of Shares		-	-	-
Equity shares at the end of the year		3,500,000	3,500,000	3,500,000

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

<u>Note-11</u>				
<u>Reserves & Surplus</u>				
<u>Profit & Loss Account</u>				
As Per Last Balance Sheet		8,553,819	6,336,405	6,055,816
Add: Profit For The Year		(9,039,744)	2,217,414	280,589
Total		(485,925)	8,553,819	6,336,405
Add : Securities Premium		5,000,000	5,000,000	5,000,000
Total		4,514,075	13,553,819	11,336,405
<u>Note-12</u>				
<u>Long Term Borrowings</u>				
Car Loan		-	81,531	177,821
Total		-	81,531	177,821
<u>Note-14</u>				
<u>Short Term Borrowings</u>				
Car loan		-	120,936	120,936
Total		-	120,936	120,936
<u>Note-15</u>				
<u>Trade Payables</u>				
Creditors		2,360	-	12,056,031
Total		2,360	-	12,056,031
<u>Note-16</u>				
<u>Other Current Liabilities</u>				
Duties & Taxes				
-TDS Payable		9,500	9,095	24,625
-VAT Payable		-	-	18,540
<u>Others</u>				
Advance Received for Sale of Shares		-	5,000,000	-
Total		9,500	5,009,095	43,165
<u>Note-17</u>				
<u>Short Term Provisions</u>				
Provision for Tax		-	434,297	164,633
Expense Payable		128,700	131,476	198,621
Total		128,700	565,773	363,254

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

Particulars	(Amount in Rs.)	
	For the year Ended 31.03.2019	For the year Ended 31.03.2018
Note-18		
<u>Revenue From Operations</u>		
Sales	1,359,669	42,163,630
Sale in Stock Market	77,147,009	1,446,001
Total	78,506,678	43,609,632
Note-19		
<u>Other Income</u>		
Interest on FDR	-	1,095
Revaluation income on Liquid Fund Investment	-	300,728
Capital Gain on Liquid Fund	486,849	473,678
Dividend Income	-	1,216
Profit on sale of unquoted shares	-	363,000
Revaluation Income on Non Current Investment	(6,920,000)	7,152,000
Profit on sale of fixed assets	7,950	421,222
Rent	-	88,000
Short and Excess	(2,497)	1,271
Total	(6,427,698)	8,802,210
NOTE-20		
<u>CHANGE IN INVENTORY OF FINISHED GOODS</u>		
Opening Stock	5,821,107	25,145,827
Less: Closing Stock	21,388,980	5,821,107
	(15,567,873)	19,324,720
Note- 21		
<u>Purchase of Stock</u>		
Purchases	95,221,924	26,343,495
	95,221,924	26,343,495
Note-22		
<u>Employee Benefits Expenses</u>		
Salaries, Wages and Bonus	501,200	776,415
Total	501,200	776,415
Note-23		
<u>Finance Costs</u>		

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

Particulars	(Amount in Rs.)	
	For the year Ended 31.03.2019	For the year Ended 31.03.2018
Interest on OD Limit	-	5,028
Bank Charges	(1,310)	18,407
Interest on Car Loan	6,283	24,646
Total	4,973	48,081
Note-24		
Other Expenses		
Advertisement Expenses	3,360	3,528
Annual Listing Fees	25,000	28,750
Car Insurance	8,567	9,446
Car Maintenance	9,789	-
Consultancy Expenses	-	113,617
Courier Expenses	-	1,939
Depository Charges	9,000	10,350
Electricity	-	38,650
Fuel Exp	-	5,222
Income Tax Demand	11,870	59,420
Interest on Income Tax	38,499	12,306
Interest on TDS	382	625
IPO Expenses	320,974	320,973
Late Fees on Gst	-	4,110
Legal & Professional Expenses	95,620	-
Market Maker Charges	-	115,611
Marketing Expenses	-	10,000
Misc. Expenses	300	5,318
Office Expenses	-	6,917
Office Maintenance	-	26,070
Printing and Stationary	-	7,704
Purchase in Stock Market	-	1,479,512
Rent	60,000	60,000
ROC Fees	6,700	10,900
RTA Expenses	24,000	25,203
Share Trading Charges	7,810	5,319
Software Expenses	-	19,960
Statutory Audit	58,000	54,700
Tax Audit	35,000	30,000
Telephone Expenses	10,878	40,153
Travelling Expenses	-	204,821
Total	725,749	2,711,123

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

NOTE-2										
Details of Fixed Assets as on 31.03.2019										
PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01-04-2018	ADDITIONS	DEDUCTION	AS AT 31-03-2019	UP TO 01-04-2018	DURING THE YEAR	Depreciation W/off	TOTAL	AS AT 31-03-2019	AS AT 31-03-2018
Computers	4,113,598	-	2,017,135	2,096,463	2,767,403	303,637	(1,442,655)	1,628,386	468,077	1,346,195
Machinery & equipment	112,409	-	112,409	-	47,256	1,939	(49,195)	-	-	65,153
Furniture & Fittings	164,466	-	164,466	-	81,992	3,510	(85,502)	-	-	82,474
Electrical Fittings	50,376	-	50,376	-	20,894	877	(21,771)	-	-	29,482
Mobile Phone	87,500	-	-	87,500	36,730	9,189		45,919	41,581	50,770
Epbax	37,900	-	-	37,900	19,472	8,305		27,776.96	10,123	18,428
Paper Shredders Machine	4,998	-	-	4,998	3,049	878		3,926.95	1,071	1,949
TOTAL	4,571,247	-	2,344,386	2,226,861	2,976,796	328,336	(1,599,123)	1,706,009	520,852	1,594,451
Previous Year Figures	7,030,552	1,663,257	4,122,562	4,571,247	3,550,617	999,963	(1,573,783)	2,976,796	1,594,451	3,479,935

Notes to Accounts and Significant Accounting Policies

1. BACKGROUND

Yogya Enterprises Limited (“Company”) was originally incorporated as Private Limited Company on 16TH day of September 2010, under the company’s act 1956. The company is engaged in the trading business. They are registered dealer in Metals, IT Hardware, Bullion and Fabrics. The company is also engaged in trading in securities.

SIGNIFICANT ACCOUNTING POLICIES

a. Basis of preparation of financial statements

The financial statements for the year ended 31.03.2019 have been prepared and presented in accordance with Indian accounting standards (Ind AS) as notified by MCA vide notification G.S.R. 111(E) Dated 16.02.2015 with comparative for previous years ending 31.03.2018 & 31.03.2017 to facilitate the comparison of current year financials with those of previous years. The effect of conversion of financials based on Companies Accounting Standards Rules 2006 to Ind AS has been recognized and disclosed in the financials in a manner so that the effect of conversion is perceived current year’s assets/liabilities and /or income /expenses.

Previous year figures have been regrouped/ recast to make them comparable with figures of current year.

b. Use of estimates

The preparation of financial statements in requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any change in the accounting estimates is adjusted prospectively in the current and future periods.

c. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

d. Inventories

Inventories are valued at the lower of cost (on FIFO basis) and the net realizable value after providing for obsolescence and other losses, where considered necessary

e. Expenditure

Expenses are recognized on accrual basis.

f. Revenue Recognition

Sales are recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales exclude Central sales, value added tax. Other Revenue is recognized on accrual basis

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

g. Leases

Lease rentals in respect of operating lease arrangements are recognized as an expense in the profit & loss account on accrual basis with reference to lease terms and other considerations.

h. Fixed assets

Tangible Assets

Fixed assets are stated at cost of acquisition less accumulated depreciation and impairment losses if any. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Intangible Assets

No intangible assets are owned by the company.

i. Depreciation

Depreciation is provided on a written down value basis on the basis of useful life specified in Schedule II to the Companies Act, 2013. Depreciation is charged on a pro-rata basis for assets purchased/ sold during the year. Depreciation is charged from the date the asset is ready to use or put to use, whichever is earlier. In respect of assets sold, depreciation is provided up to the date of disposal.

j. Investments

Investments held for maturity (Long term) are stated at cost & any decline other than temporary, in the value of such investments is charged to the statements of Profit & Loss. The carrying amount for Investment held for trade (current investments) is the fair value.

k. Impairment

Management periodically assesses using external and internal sources whether there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net selling price and present value as determined above. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization, if no impairment loss had been recognized.

l. Income Tax Expense

Income tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the Income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each Balance Sheet date and written down or written-up to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realized.

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

m. Employee Benefits:

Company has not made any Provision for liability of future payment of gratuity. No provision has been made for leave encashment benefits, as the company does not have a policy of encasing leaves of employees.

25. Earnings per share

The Company reports basic and diluted earnings per equity share in accordance with Accounting Standard - 20, "Earnings Per Share" of Companies (Accounting Standards) Rules, 2006. The basic and dilutive earnings/ (loss) per share is computed by dividing the net profit/ (loss) attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year.

Particulars	For the Year Ended 31 st March 2019	For the Year Ended 31 st March 2018
Net Profit/(Loss) after tax as per Profit & Loss Account attributable to Shareholders	(90,39,744)	22,17,414
Weighted Average Number of Equity Shares	35,00,000	35,00,000
Face value Per Equity Share	10	10
Basic Earnings Per Share (Rs.)	(2.58)	0.63
Diluted Earnings Per Share (Rs.)	(2.58)	0.63

26. Deferred Taxation

Deferred tax assets included in the balance sheet comprises of the following:-

<u>Deferred tax (liability) assets</u>	As at 31 st March 2019	As at 31 st March 2018
Difference between WDV of Fixed Assets as per Income Tax Act 1961 and companies act 2013	47,300/-	1,63,331/-
Net Deferred tax (Liability)/ Assets	(12,298)/-	(1,07,884)/-

27. Auditors' remuneration

Auditors' remuneration is as follows (Including Tax)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Statutory Audit fees	68,440/-	64,546/-
Tax Audit	41,300/-	35,400

28. Related Party Transactions

Related party disclosures as required under Accounting Standard (AS) - 18 "Related party Disclosures", notified by the Government in the Companies (Accounting Standard) Rules 2006, are given in a separate annexure attached herewith:

(a) Related parties Disclosures

Description of Relationship	Name of Party
Key Management Personnel :	Rajeev Gupta (Managing Director) Monica Gupta (Director) Shyam Sunder Aggarwal (Director) Aditya Mehra Ankit Rastogi (C.F.O)
	Smriti Dubey (Company Secretary) Jaya Arora (Company Secretary)

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

	Vikal Madaan(Company Secretary)
Relatives of Key Management Personnel:	Govardhan Lal Rama Rani Naresh Gupta Naresh Gupta HUF Rajeev Gupta HUF Aarav Gupta
Entities in which Key Management Personnel or Relatives of : Key Management Personnel holds Substantial interest	Dhanu Consultants Private Limited Yogya Infrastructure Limited (formerly Dhanu Infrastructure Private Limited) Elevate Enterprises LLP

(b) Summary of Related Party Transactions during the year ending 31st March 2019

	For the year ended 31 st March 2019	For the year ended 31 st March 2018
I Transaction with Key Management Personnel		
Rajeev Gupta		
-Rent Paid	Rs. NIL	Rs. NIL
-Loan Taken	Rs. 1,50,000/-	Rs. 27,00,000/-
-Loan Repaid	Rs.1,50,000/-	Rs. 27,00,000/-
-Salary	Rs. 3,00,000/-	Rs. 3,00,000/-
-Reimbursement of Expense	Rs. NIL	Rs. 17,227/-
- Property Sale	Rs. NIL	Rs. 22,50,000/-
- Car Sale	Rs. NIL	Rs. 4,50,000/-
Shyam Sundar Aggarwal		
- Director Sitting Fees	Rs.50,000/-	Rs. 60,000/-
Monica Gupta		
-Shares Purchased	Rs.NIL	Rs. NIL
Rajeev Gupta HUF		
- Shares Sale	Rs. NIL	Rs. 6,00,000/-
CS Smriti Dubey		
-Salary	Rs.NIL	Rs.72,245/-
CS Jaya Arora		
-Salary	Rs. 45,000/-	Rs.23,500/-
CS Vikal Madaan		
-Salary	Rs.1,06,200/-	Rs. NIL
II Transaction with Relative of Key Management Personnel		
II Transaction with Interested Entities of Key Management Personnel or their relatives		
Dhanu Consultants Private Limited		
- Loan Taken	Rs. NIL	Rs. NIL
- Loan Repaid	Rs. NIL	Rs. NIL

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

Yogya Infrastructure Limited -Rent Paid	Rs. 60,000/-	Rs. 60,000/-
Elevate Enterprises LLP -Shares purchase	Rs. NIL	Rs. NIL

Balances outstanding with the related parties

Particular	As on 31 st March 2019	As on 31 st March
2018		
Rajeev Gupta	Rs. 25,000/-	Rs. 25,000/-
CA Vikal Madan	Rs. 25,000/-	Rs. NIL
Smriti Dubey	Rs. NIL	Rs. 24,195/-
CS Jaya Arora	Rs. NIL	Rs. NIL

29. The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Based on the confirmations received by the Company, there are no amounts payable to micro and small enterprises as at 31 March 2019.

30. In our opinion, the Company has only one segment & hence no separate segment result has been given.

31. Extraordinary items include Prior Period Expenses.

<i>As per our Audit Report of even date attached</i>	<i>For and on behalf of the</i>	
FOR STRG & ASSOCIATES	<i>Board of Directors of</i>	
CHARTERED ACCOUNTANTS	Sd/-	Sd/-
FRN : 014826N	MEENU	VIKAL MADAAN
Sd/-	(C.F.O.)	(COMPANY SECRETARY)
CA. RAKESH GUPTA	PAN : CRBPM9533Q	PAN : ACQPM5002Q
(PARTNER)	Sd/-	Sd/-
M.NO. 094040	RAJEEV GUPTA	MONICA GUPTA
	(MANAGING DIRECTOR)	(DIRECTOR)
Place : NEW DELHI	DIN : 00603828	DIN : 01559355
Date : 29.05.2019		

YOGYA ENTERPRISES LIMITED II ANNUAL REPORT 2018-19

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

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 09th Annual General Meeting of the company, to be held on Monday, the 30th day of September, 2019 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 st March, 2019, and Statement of Profit & Loss and Cash Flow Statement of the Company for the financial year ended 31 st March, 2019 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.	To appoint M/s Ashar & Pathak, Chartered Accountants (Registration No. 127006W) as Statutory auditors and fix their remuneration.		

* 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 II ANNUAL REPORT 2018-19

ROUTE - MAP OF AGM

