

YOGYA ENTERPRISES LIMITED**Regd. off: 203, Gupta Arcade, Shrestha Vihar Market, New Delhi-110092****Ph. & Fax No. 011-43763300****CIN: U51909DL2010PLC208333****Email ID: md@yogya.co.in****Website: www.yogya.co.in****NOTICE**

NOTICE is hereby given that the 5th 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 **Wednesday, the 30th day of September, 2015** at 11.00 a.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2015 and the Statement of Profit & Loss, Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Ms. Monica Gupta (DIN: 01559355), who retires by rotation and being eligible offers himself for re-appointment.
3. Ratification of Appointment of Statutory Auditors:

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 M/s. STRG & Associates, Chartered Accountants (Firm Registration No. **014826N**), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:
Appointment of Mr. Shyam Sunder Aggarwal (DIN- 03574733) as an Independent & Non-Executive Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 52 of the SME Equity Listing Agreement, Mr. Shyam Sunder Aggarwal (DIN: 03574733), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company w.e.f September 30, 2015 to hold office for 1 (One) year for a term up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2016.”

5. To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**
Appointment of Mr. Aditya Mehra (DIN- 06750294) as an Independent & Non- executive Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 52 of the SME Equity Listing Agreement, Mr. Aditya Mehra (DIN: 06750294), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company w.e.f September 30, 2015 to hold office for 1 (one) year for a term up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2016.”

Regd. Office:

203, Gupta Arcade,
Shrestha Vihar Market
New Delhi-110092
Dated: 2nd September, 2015

By Order of the Board
For **YOGYA ENTERPRISES LIMITED**
Sd/-
(PRACHI SHARMA)
Company Secretary
Membership No. 35862

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.**
2. 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.
3. 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.
4. Additional information pursuant to Clause 52 of the SME Equity listing agreement with the stock exchanges in respect of all Directors seeking appointment/ reappointment as mentioned under items nos. 2,4 and 5 contained in the notice of Annual General Meeting are furnished and forms part of the Report on Corporate Governance forming part of the Annual report. The said Directors have furnished necessary consents/ declarations for their appointment. Further, all the Independent Directors have affirmed that they meet the requirements specified under Clause 52 of the listing agreement in respect of their position as an “Independent Director” of the Company.
5. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. 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.
7. 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.
8. 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.)
9. Register of Members and Share Transfer Books of the Company will remain closed from Monday, 28th September, 2015 to Wednesday, 30th September, 2014 (Both days inclusive).
 10. Members desirous of having any information regarding accounts are requested to address their queries to the Manager (Finance) at the registered office of the Company at least seven days before the date of the meeting, so that the requisite information is made available at the meeting.
 11. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
 12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, and Circulars etc. from the Company electronically.
 13. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in SH-13.
 14. The Company has entered into agreements with CDSL and NSDL to offer depository services to the Shareholders. Shareholders can open account with any of the depository participant registered with CDSL and NSDL.
 15. Pursuant to the requirement of the listing agreement, the Company declares that its equity shares are listed on the SME Segment of Bombay stock exchange. The Company has paid the annual listing fee for the year 2014-15 to the above stock exchange.
 16. The Securities and Exchange Board of India vide its circular no. CIR/CFD/DIL/10/2010 dated 16 December 2010, amended clause 5A of the Equity Listing Agreement for dealing with unclaimed shares in physical form. In compliance with this amendment, the Company has sent all three reminders to such shareholders whose share certificates are in undelivered form and requesting them to update their correct details viz. postal addresses, PAN details etc. registered with the Company. The Company has transferred all the shares into the folio in the name of "Unclaimed Suspense Account".
 17. As a part of "Green initiative in the Corporate Governance", The Ministry of Corporate Affairs vide its circular nos. 17/2011 and 1/2011 dated 21.04.2011 and 29.04.2011, respectively, has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditors' Report, Directors' report, etc., to the members through e-mail. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agents by sending duly signed request letter quoting their folio no., name and address. In case of shares held in demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants).
 18. Members may also note that the Notice of the 5th Annual General Meeting and the Annual Report for 2015 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.

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

Item No. 4

Pursuant to Section 149, 161 (1) of the Companies Act 2013 and Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, the Board of Directors of the Company, appointed Mr. Shyam Sunder Aggarwal as an Additional Director of the Company with effect from December, 05th2015. In terms of the provisions of said section Mr. Shyam Sunder Aggarwal would hold office up to the date of the ensuing Annual General Meeting.

As per the provisions of Sec 149 of the Act which has come in to force with effect from April 01, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

Mr. Shyam Sunder Aggarwal, aged 34 years, has an overall experience of about 13 years in Research and Administration. He has done his graduation in computer application. His main areas of practice are conducting financial due diligence and general corporate advisory.

The Company has received from Mr. Shyam Sunder Aggarwal (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act.

In the opinion of the Board Mr. Shyam Sunder Aggarwal fulfills the conditions specified in the Act, and the Rules made there under for appointment of Independent Director and he is Independent of the management.

In compliance with the provisions of Sec 149 read with Schedule IV of the Act, the appointment of Mr. Shyam Sunder Aggarwal as an Independent Director is now being placed before the members for their approval for a period of 1 years.

The terms and conditions of the appointment of Mr. Shyam Sunder Aggarwal pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during the normal business hours on any working day of the Company.

In the opinion of the Board of Directors Mr. Shyam Sunder Aggarwal the conditions specified in the Act and rules made there under and he is independent of the Management

Mr. Shyam Sunder Aggarwal is interested and concerned in the Resolution as mentioned at Item no. 4 of the Notice. Other than Mr. Shyam Sunder Aggarwal, no other Director, Key Managerial Personnel or their

respective relatives are concerned or interested in the Resolution. Details as required under SS-2 are given in corporate Governance report.

In the opinion of the Board, Mr. Shyam Sunder Aggarwal fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SME Listing Agreement. Mr. Shyam Sunder Aggarwal is independent of the management.

Brief resume of Mr. Shyam Sunder Aggarwal, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 52 of the SME Equity Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

The Board recommends the resolution set forth in item No.4 for the approval of the members.

Item No. 5

Pursuant to Section 149, 161 (1) of the Companies Act 2013 and Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, the Board of Directors of the Company, appointed Mr. Aditya Mehra as an Additional Director of the Company with effect from December, 05th2015. In terms of the provisions of said section Mr. Aditya Mehra would hold office up to the date of the ensuing Annual General Meeting.

As per the provisions of Sec 149 of the Act which has come in to force with effect from April 01, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

Mr. Aditya Mehra, aged 35 years, has an overall experience of about 10 years in Banking sector. He has done his graduation in commerce from Delhi University. His main areas of practice are conducting financial due diligence and general corporate advisory.

The Company has received from Mr. Aditya Mehra (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act.

In the opinion of the Board Mr. Aditya Mehra fulfills the conditions specified in the Act, and the Rules made there under for appointment of Independent Director and he is Independent of the management.

In compliance with the provisions of Sec 149 read with Schedule IV of the Act, the appointment of Mr. Aditya Mehra as an Independent Director is now being placed before the members for their approval for a period of 1 years.

The terms and conditions of the appointment of Mr. Aditya Mehra pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during the normal business hours on any working day of the Company.

In the opinion of the Board of Directors Mr. Aditya Mehra the conditions specified in the Act and rules made there under and he is independent of the Management

Mr. Aditya Mehra is interested and concerned in the Resolution as mentioned at Item no. 5 of the Notice. Other than Mr. Aditya Mehra, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution. Details as required under SS-2 are given in corporate Governance report.

In the opinion of the Board, Mr. Aditya Mehra the conditions for his appointment as an Independent Director as specified in the Act and the SME Listing Agreement. Mr. Aditya Mehra is independent of the management.

Brief resume of Mr. Aditya Mehra, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 52 of the SME Equity Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

The Board recommends the resolution set forth in item No.5 for the approval of the members.

Regd. Office:

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

Dated: 2nd September, 2015

By Order of the Board
For YOGYA ENTERPRISES LIMITED

Sd/-
(PRACHI SHARMA)
Company Secretary

YOGYA ENTERPRISES LIMITED

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

Tel: +91 11 43763310

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

CIN: U51909DL2010PLC208333

FORM NO. MGT 11

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

5th Annual General Meeting – September 30th 2015

Name of member(s) :

Registered address :

E Mail Id :

Folio No. / DP ID - Client ID :

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

1) Name:

E-Mail.....

Address:

Signature Or failing him / her

2) Name:

E-Mail

Address:

Signature

Resolution No	Resolutions	Optional*	
		For	Against
	<u>Ordinary Business</u>		
1.	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2015		
2.	Appoint a Director in place of Ms. Monica Gupta who retires by rotation and being eligible offers himself for re-appointment		
3.	Appointment of M/s. STRG & Associates as Statutory Auditors of the Company.		
	<u>Special Business</u>		
4.	Appointment of Mr. Shyam Sunder Aggarwal (DIN- 03574733) as an Independent & Non- Executive Director of the Company.		

5.	Appointment of Mr. Aditya Mehra (DIN- 06750294) as an Independent & Non-executive Director of the Company		
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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36 Annual General Meeting of the Company to be held on **Wednesday, September 30th 2015 at 11:00 A.M.** at 203, Gupta Arcade, Shrestha Vihar Market, New Delhi-110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this.....day of.....2015.

**Signature of the member Signature of the Proxy
Holder(s)**

NOTE:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 5th Annual General Meeting.
- *3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

ATTENDANCE SLIP**YOGYA ENTERPRISES LIMITED**

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

Tel: +91 11 43763310

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

CIN: U51909DL2010PLC208333

Folio No./ DP ID / Client ID

Number of shares held

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 5th Annual General Meeting of the Company at at 203, Gupta Arcade, Shrestha Vihar Market, New Delhi-110092 on Wednesday, September 30th, 2015 at 11:00 A.M.

Name of the Member / Proxy
(in BLOCK letters)

Signature of the Member / Proxy

Note:

1. Please complete the Folio/DPID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial period ended on 31.03.2015 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial period ended on 31.03.2015 and Notice of Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.