

Toga Ltd  
Form 10-Q  
July 27, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 10-Q**

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **April 30, 2018**

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: **333-138951**

**Toga Limited**

(Exact name of registrant as specified in  
its charter)

**Nevada**  
(State or other jurisdiction of incorporation  
or organization)

**98-0568153**  
(IRS Employer Identification No.)

**3960 Howard Hughes Pkwy, Suite 500**

**Las Vegas, Nevada**

Edgar Filing: Toga Ltd - Form 10-Q

(Address of principal executive offices)

**(702) 990-3578**

(Registrant's telephone number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No "

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	..	Accelerated filer	..
Non-accelerated filer	..	Smaller reporting company	x
		Emerging growth company	x

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. Yes " No x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act. Yes x No "

The number of shares of the issuer's common stock outstanding as of July 25, 2018 was 669,602,277 shares, par value \$0.001.



**TOGA LIMITED**

FORM 10-Q

Quarterly Period Ended April 30, 2018

INDEX

	<b>Page</b>
<b><u>PART I. FINANCIAL INFORMATION</u></b>	
<b><u>Item 1. Financial Statements</u></b>	<b>3</b>
<u>Unaudited Balance Sheets as of April 30, 2018 and July 31, 2017</u>	3
<u>Unaudited Statements of Operations for the Three and Nine Months ended April 30, 2018 and 2017</u>	4
<u>Unaudited Statements of Cash Flows for the Nine Months ended April 30, 2018 and 2017</u>	5
<u>Notes to the Unaudited Financial Statements</u>	6
<b><u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u></b>	<b>10</b>
<b><u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u></b>	<b>13</b>
<b><u>Item 4. Controls and Procedures</u></b>	<b>13</b>
<b><u>PART II. OTHER INFORMATION</u></b>	
<b><u>Item 1. Legal Proceedings</u></b>	<b>14</b>
<b><u>Item 1A. Risk Factors</u></b>	<b>14</b>
<b><u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u></b>	<b>14</b>
<b><u>Item 3. Defaults Upon Senior Securities</u></b>	<b>15</b>
<b><u>Item 4. Mine Safety Disclosures</u></b>	<b>15</b>
<b><u>Item 5. Other Information</u></b>	<b>15</b>
<b><u>Item 6. Exhibits</u></b>	<b>15</b>
<b><u>SIGNATURES</u></b>	<b>16</b>

## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## Toga Limited

## Consolidated Balance Sheets

	April 30, 2018 (Unaudited)	July 31, 2017
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 473,686	\$ 100
Accounts receivable	7,650	-
Other receivable - related party	46,571	-
Total Current Assets	527,907	100
Property and equipment	84,025	-
<b>TOTAL ASSETS</b>	<b>\$ 611,932</b>	<b>\$ 100</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities	\$ 68,605	\$ 1,262
Due to related parties	397,566	96,212
Notes due to related parties	24,126	24,126
Deferred revenue - related party	212,988	-
Total Current Liabilities	703,285	121,600
<b>Stockholders' Deficit</b>		
Preferred stock, \$0.0001 par value, 20,000,000 shares authorized; none issued and outstanding	-	-
Common stock, \$0.0001 par value, 10,000,000,000 shares authorized; 2,645,719,507 and 2,546,354,700 shares issued and outstanding as of April 30, 2018 and July 31, 2017, respectively	264,574	254,636
Common stock subscribed; 30,000,000 common shares, \$0.0001 par value	(3,000)	(3,000)
Additional paid-in capital	3,642,054	358,015
Accumulated other comprehensive loss	(103,828)	-
Accumulated deficit	(3,891,153)	(731,151)
Total Stockholders' deficit	(91,353)	(121,500)

<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	\$	611,932	\$	100
--	----	---------	----	-----

The accompanying notes are an integral part of these unaudited consolidated financial statements

Table of Contents**Toga Limited****Consolidated Statements of Operations**

(Unaudited)

	<b>Three Months Ended April 30,</b>		<b>Nine Months Ended April 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
<b>Revenue</b>	\$ 73,988	\$ -	\$ 73,988	\$ -
<b>OPERATING EXPENSES</b>				
Direct cost	78,218	-	78,218	-
General and administrative expenses	431,262	300	851,706	2,703
Depreciation	3,356	-	3,356	-
Total Operating Expenses	512,836	300	933,280	2,703
<b>LOSS FROM OPERATIONS</b>	(438,848)	(300)	(859,292)	(2,703)
<b>OTHER EXPENSE</b>				
Interest expense	-	-	(383)	-
Loss on settlement of debt	-	-	(2,300,327)	-
Total Other Expenses	-	-	(2,300,710)	-
<b>Loss before Income Taxes</b>	(438,848)	(300)	(3,160,002)	(2,703)
Income Tax Provision	-	-	-	-
<b>NET LOSS</b>	\$ (438,848)	\$ (300)	\$ (3,160,002)	\$ (2,703)
<b>OTHER COMPREHENSIVE LOSS</b>				
Foreign currency translation adjustments	(116,585)	-	(103,828)	-
<b>TOTAL COMPREHENSIVE LOSS</b>	\$ (555,433)	\$ (300)	\$ (3,263,830)	\$ (2,703)
<b>BASIC AND DILUTED NET LOSS PER COMMON SHARE:</b>				
<b>WEIGHTED AVERAGE NUMBER OF SHARES</b>	2,633,085,919	2,545,242,350	2,627,655,490	1,276,325,350

<b>OUTSTANDING</b>				
<b>NET LOSS PER</b>				
<b>COMMON SHARE</b>	(0.00)	(0.00)	(0.00)	(0.00)

The accompanying notes are an integral part of these unaudited consolidated financial statements



Table of Contents**Toga Limited****Consolidated Statements of Cash Flows****(Unaudited)**

	<b>Nine Months Ended</b>	
	<b>April 30,</b>	
	<b>2018</b>	<b>2017</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (3,160,002)	\$ (2,703)
Adjustments to reconcile net loss to net cash from operating activities:		
Depreciation	3,356	-
Loss on settlement of debt	2,300,327	-
Changes in operating assets and liabilities:		
Accounts receivable	(59,043)	-
Other receivable - related party	(46,694)	-
Deferred revenue – related party	212,998	
Accounts payable and accrued liabilities	121,648	2,703
Net cash used in operating activities	(627,420)	-
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property and equipment	(62,558)	
Net cash used in investing activities	(62,558)	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issuance of common stock	840,294	-
Proceeds from related party	1,430,620	-
Repayment to related party	(1,055,333)	-
Net cash provided by financing activities	1,215,581	-
Effects on changes in foreign exchange rate	(52,017)	-
Net increase in cash and cash equivalents	473,586	-
Cash and cash equivalents - beginning of period	100	-
Cash and cash equivalents - end of period	\$ 473,686	\$ -
<b>Supplemental Cash Flow Disclosures</b>		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
<b>Non-Cash Investing and Financing Activity:</b>		
Note exchanged for due to related parties	\$ 152,973	\$ -
Common Shares issued to settle related party note payable	\$ 153,356	\$ -

Edgar Filing: Toga Ltd - Form 10-Q

Common Stock Subscribed	\$	-	\$	3,000
Conversion of Related Party Debt to Common Stock	\$	-	\$	533,925
Expenses Paid by Related Party	\$	52,429	\$	803
Common stock issued for purchase of asset	\$	66,000	\$	-
Purchase of property and equipment from related party	\$	25,218	\$	-
Contribution of Capital to Pay for Expenses on Behalf of the Company – related party	\$	-	\$	2,000

The accompanying notes are an integral part of these unaudited consolidated financial statements

Table of Contents

**Toga Limited**

**Notes to the Consolidated Financial Statements**

**April 30, 2018**

**(Unaudited)**

**NOTE 1. ORGANIZATION AND DESCRIPTION OF BUSINESS**

***Business description***

On June 30, 2016, Blink Couture, Inc. entered into a merger agreement with its wholly owned subsidiary, Toga Limited (the “Company”), a Delaware corporation with no material operations.

Blink Couture, Inc. was originally incorporated as Fashionfreakz International Inc. on October 23, 2003, under the laws of the State of Delaware. On December 2, 2005, Fashionfreakz International Inc. changed its name to Blink Couture Inc. Until March 4, 2008, the Company’s principal business was the online retail marketing of trendy clothing and accessories produced by independent designers. On March 4, 2008, the Company discontinued its prior business and changed its business plan. The Company’s business plan now consists of exploring potential targets for a business combination through the purchase of assets, share purchase or exchange, merger or similar type of transaction. The Company has nominal operations and nominal assets, and is considered a Shell company as defined by Rule 12b-2 of the Exchange Act. On June 13, 2016, a change of control of the Company occurred. On that date, the current president and Chief Executive Officer purchased a total of 13,869,150 of the issued and outstanding shares of the Company.

On June 10, 2017, the Board of Directors unanimously adopted resolutions authorizing the increase of the Company’s authorized number of shares of common stock from one hundred million (100,000,000) shares to ten billion (10,000,000,000) shares and increased the number of the Company’s total issued and outstanding shares of common stock by conducting a forward split at the rate of fifty (50) shares for every one (1) (50:1) share currently issued and outstanding (the “Forward Split”). The Forward Split became effective in the market on September 11, 2017 following approval by the FINRA. All share amounts in this filing have been adjusted retroactively.

The Company incorporated a wholly-owned subsidiary, TOGL Technologies SDN. BHD. (“TOGL”) in Malaysia on September 26, 2017.

The Company is currently in the process of forming and incorporating a new subsidiary, PT Toga International Indonesia. As of the date of issuance of these financial statements, this subsidiary has not yet been created. The Company is also in the process of forming and incorporating a new subsidiary in Taiwan.

## **NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### ***Basis of Presentation***

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and with the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”). Accordingly, these financial statements do not include all of the information and footnotes required for audited annual financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary to make the financial statements not misleading have been included. The balance sheet at July 31, 2017, has been derived from the Company’s audited financial statements as of that date.

The unaudited financial statements included herein should be read in conjunction with the audited financial statements and the notes thereto that are included in the Company’s Annual Report on Form 10-K for the year ended July 31, 2017, that was filed with the SEC on November 14, 2017. The results of operations for the nine months ended April 30, 2018, are not necessarily indicative of the results to be expected for the full year.

### ***Basis of Consolidation***

These financial statements include the accounts of the Company and the wholly-owned subsidiary, TOGL Technologies SDN. BHD. All material intercompany balances and transactions have been eliminated.

*Table of Contents*

*Use of Estimates*

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Some of these judgments can be subjective and complex, and, consequently, actual results may differ from these estimates.

Tax benefits from an uncertain tax position are only recognized if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution. Interest and penalties related to unrecognized tax benefits are recorded as incurred as a component of income tax expense. The Company has not recognized any tax benefits from uncertain tax positions for any of the reporting periods presented.

*Software Development*

The Company accounts for all software and development costs in accordance with ASC 985-20 – Software. Accordingly, all costs incurred prior to establishing technological feasibility have been expensed.

*Foreign Currency Translations*

The Company's functional and reporting currency is the U.S. dollar. Our subsidiary's functional currency is the Malaysian Ringgit. All transactions initiated in Malaysian Ringgit are translated into U.S. dollars in accordance with ASC 830-30, "Translation of Financial Statements," as follows:

- (i) Monetary assets and liabilities at the rate of exchange in effect at the balance sheet date.
- (ii) Equity at historical rates.
- (iii) Revenue and expense items at the average rate of exchange prevailing during the period.

Adjustments arising from such translations are deferred until realization and are included as a separate component of stockholders' equity as a component of comprehensive income or loss. Therefore, translation adjustments are not

included in determining net income (loss) but reported as other comprehensive income.

### ***Revenue Recognition and Deferred Revenue***

The Company currently generates revenue through development for advertising using a custom-built advertising feature that matches client advertising requirements. Advertisements are created in batches, and completed/invoices in monthly batches.

The Company recognizes revenues of contracts with customers in accordance with the ASC 605 five-step process, including performing the following: identify contracts with customers, identify the performance obligations in the contract, determine the transaction price, and allocate the transaction price to the performance obligations in the contract recognize revenue when/as the entity satisfies the obligation. Company only records revenue when all of the above criteria are met.

The Company's concentration of revenue for individual customers above 10% are as follows:

- Janwell Sdn Bhd: 83%
- Others: 17%

Amounts that have been received by the Company, for which the Company has not yet met all of the revenue recognition criteria in accordance with ASC 605, have been recorded as deferred revenue – related party. As of April 30, 2018, all deferred revenue is from AGEL Enterprise International Sdn Bhd, a related party. Refer to note 6.

### **Accounts Receivable**

The Company's accounts receivable balance is related to advertising and management fees generated through TOGL. Accounts receivable are recorded in accordance with ASC 310 – Receivables. Accounts receivable are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses in its existing accounts receivable. The Company does not currently have any amount recorded as an allowance for doubtful accounts.

As of April 30, 2018, the Company's accounts receivable are concentrated 66% with Jack Furniture Sdn Bhd, and 34% with Janwell Sdn Bhd.

**Other Receivable – Related Party**

The Company's other receivable balance is related to payments made on behalf of AGEL Enterprise International Sdn Bhd, a related party, and which are recoverable. Other receivable – Related Party are recorded in accordance with ASC 310 – Receivables, and disclosed as related party transactions. Other receivables – related party are recorded at the amount paid and do not bear interest.

7

Table of Contents

**NOTE 3. GOING CONCERN**

The accompanying unaudited consolidated interim financial statements have been prepared assuming that the Company will continue as a going concern. The Company, has not generated minimal revenues, has incurred net losses, and has accumulated deficit. These conditions, among others, raise substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required and ultimately to attain profitability. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company is dependent on advances from its principal shareholders or other affiliated parties for continued funding. There are no commitments or guarantees from any third party to provide such funding nor is there any guarantee that the Company will be able to access the funding it requires to continue its operations.

**NOTE 4. OTHER RECEIVABLE – RELATED PARTY**

As of April 30, 2018, the Company has \$46,571 of other receivables, consisting of balances receivable from AGEL Enterprise International Sdn Bhd, a related party, which include \$26,268 of expenses paid on behalf of and \$20,303 for a deposit paid for an intent to acquire a new subsidiary which was not executed. The deposit and expenses paid was repaid to the Company subsequent to April 30, 2018.

The Company has considered whether the entities from which the Company had other receivables should be considered Variable Interest Entities. The Company considered that these entities had sufficient equity to support their operations, the Company did not control the entities, and that the Company would not have been affected by gains and losses associated with the entities. Based on the Company's determination, the entities are not considered Variable Interest Entities, and therefore no further consolidation or considerations should occur.

**NOTE 5. PROPERTY AND EQUIPMENT**

As of April 30, 2018, and July 31, 2017, property and equipment consists of the following;

<b>April 30,</b>	<b>July 31,</b>
------------------	-----------------



	<b>2018</b>	<b>2017</b>
Renovation - Cost	\$ 69,442	\$ -
Fixtures and Furniture-Cost	11,656	-
Tools and Equipment-Cost	6,283	-
Total fixed assets	87,381	-
Accumulated depreciation	(3,356)	-
Net fixed assets	\$ 84,025	\$ -

Depreciation is calculated based on the cost of each asset to its residual value over its estimated useful life on a straight line basis as follows:

- Renovations 5 years
- Fixtures and Furniture 5 years
- Tools and Equipment 5 years

Depreciation expense for the nine months ended April 30, 2018 and 2017 amounted to \$3,356 and \$0, respectively.

During the nine months ended April 30, 2018, the Company purchased property and equipment of \$62,558 and recorded \$25,218 as purchase of property and equipment from related party.

## **NOTE 6. RELATED PARTY TRANSACTIONS**

*Other receivable – related party*

Refer to note 4.

*Deferred revenue – related party*

During the nine months ended April 30, 2018, the Company received \$212,988, net, from AGEL Enterprise International Sdn Bhd, a related party, related to management fees that have not yet met the criteria for revenue recognition.

*Note payable*

On September 30, 2017, the Company issued a note payable in the amount of \$152,973 to Toga Capital Sdn. Bhd. (“Toga Capital”), which is partially owned by an officer and director of the Company, for repayment of amounts due to related parties of \$152,973. The note is a 2% interest bearing promissory note that is payable on September 30, 2018.

During the nine months ended April 30, 2018, the Company issued 15,335,515 shares of common stock with a fair value of \$2,453,683 to repay note payable of \$152,973 and accrued interest of \$383. As a result, the Company recorded a loss on settlement of debt of \$2,300,327.

The Company has outstanding notes payable to related parties of \$24,126 and \$24,126 as of April 30, 2018 and July 31, 2017, respectively. The amount is non-interest bearing, unsecured and due on demand.

Table of Contents

*Due to related parties*

During the nine months ended April 30, 2018 and 2017, the Company borrowed a total amount of \$1,430,620 and \$0 from related parties, respectively.

During the nine months ended April 30, 2018 and 2017, the Company repaid a total amount of \$1,055,333 and \$0 from related parties, respectively.

During the nine months ended April 30, 2018 and 2017, total expenses paid directly by a related party on behalf of the Company were \$52,429 and \$803, respectively.

During the nine months ended April 30, 2018 and 2017, the Company purchased property and equipment of \$25,218 and \$0 from related parties, respectively.

As at April 30, 2018 and July 31, 2017, \$397,566 and \$96,212 is due to the related parties, respectively. The amount is non-interest bearing, unsecured and due on demand.

*Common stock*

During the nine months ended April 30, 2018, the Company issued common stock, as follows:

- 84,029,292 shares of common stock for \$840,294 to Toga Capital, a company that is partially owned by an officer and director of the Company, at a price of \$0.01 per share.

**NOTE 7. SUBSEQUENT EVENTS**

Edgar Filing: Toga Ltd - Form 10-Q

Subsequent to May 4, 2018, the Company issued 191,733 shares of common stock to settle due to related party of \$1,917.

On July 6, 2018, three majority shareholders of the Company canceled a total of 2,000,000,000 shares of common stock without consideration for such cancellation. These majority shareholders canceled these shares to assist the Company in restructuring its share capital

On May 24, 2018, the Company issued 23,691,037 shares to Toga Capital for the cancellation debt of \$236,910.

On July 10, 2018, the Company changed its state of incorporation from the State of Delaware to the State of Nevada.

Table of Contents

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS AND RESULTS OF OPERATIONS**

The following discussion should be read in conjunction with our financial statements, including the notes thereto, appearing elsewhere in this quarter report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Our audited financial statements are stated in United States Dollars and are prepared in accordance with United States Generally Accepted Accounting Principles.

***Forward-Looking Statements***

This quarterly report on Form 10-Q (the "Report"), including "Management's Discussion and Analysis and Results of Operations" in Item 2 contains forward-looking statements regarding future events and the future results of Toga Limited (the "Company") that are based on management's current expectations, estimates, projections and assumptions about the Company's business. Words such as "expects," "anticipates," "intends," "plans," "believes," "sees," "estimates" and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements due to numerous factors, including, but not limited to, those discussed in "Management's Discussion and Analysis and Results of Operations" in Item 2 and elsewhere in this Report as those discussed from time to time in the Company's other Securities and Exchange Commission filings and reports. In addition, such statements could be affected by general industry and market conditions. Such forward-looking statements speak only as of the date of this Report or, in the case of any document incorporated by reference, the date of that document, and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this Report. If we update or correct one or more forward-looking statements, investors and others should not conclude that we will make additional updates or corrections with respect to other forward-looking statements.

***Description of Business***

The Company was incorporated in the State of Delaware on October 23, 2003, under the name Fashionfreakz International Inc. On December 2, 2005, the Company changed its name to Blink Couture, Inc. Until March 4, 2008, the Company's principal business was the online retail marketing of trendy clothing and accessories produced by independent designers. On March 4, 2008, the Company discontinued its prior business and changed its business plan. The Company's business plan now consists of exploring potential targets for a business combination through the purchase of assets, share purchase or exchange, merger or similar type of transaction.

## Edgar Filing: Toga Ltd - Form 10-Q

On June 30, 2016, Blink Couture, Inc., (the “Registrant”), a Delaware corporation entered into an Agreement and Plan of Merger (the "Merger Agreement") pursuant to which the Company merged with its wholly owned subsidiary, Toga Limited, a Delaware corporation with no material operations ("Merger Sub" and such merger transaction, the "Merger"). Upon the consummation of the Merger, the separate existence of Merger Sub ceased and shareholders of the Company became shareholders of the surviving company named “Toga Limited.”

As permitted by the Delaware General Corporation Law Title 8, Section 251(f), the sole purpose of the Merger was to effect a change of the Company's name from Blink Couture, Inc., to Toga Limited. Upon the filing of the Certificate of Merger (the "Certificate of Merger") with the Secretary of State of Delaware on July 22, 2016 to effect the Merger, the Company's Articles of Incorporation were deemed amended to reflect the change in the Company's corporate name.

The name change to Toga Limited became effective in the market on December 16, 2016, following approval by the Financial Industry Regulatory Authority, Inc. (FINRA), and in conjunction with the name change, the trading symbol for the Company’s common stock was changed. Its shares are now listed for quotation on OTC Markets under the symbol “TOGL.”

The Company incorporated a wholly-owned subsidiary, TOGL Technologies Sdn. Bhd. (“TOGL”) in Malaysia on September 26, 2017.

In 2017, the Company commenced development of a social media app for mobile devices called Yippi. The Company commenced development by borrowing services and resources from a related party, Toga Capital Sdn. Bhd., a Malaysian entity (“Toga Capital), which is partially owned by an officer and director of the Company.

The Yippi App is a messaging app with a focus on entertainment and security. It is fast, simple, secure and free. The Yippi App seamlessly syncs a user’s normal messages and secret messages into one application. Users can send an unlimited amount of messages, photos and voice messages. Yippi App groups allow users to send broadcasts to up to 100 contacts at a time. Users download the Yippi App through the Apple App Store, Google Play or the Amazon App Store. Revenue is generated from selling advertising, emoji stickers and special filters, effects and features offered on the Yippi App.

Table of Contents

**Results of Operations**

The Company's operations are focused on the development of Yippi and attracting active users to Yippi. The Company commenced generating advertising revenue from Yippi during the quarter ended April 30, 2018.

The Company has recently incorporated a wholly-owned subsidiary, TOGL, and is strategically planning to acquire or incorporate other operational subsidiaries. The Company's plan of operation for the next twelve months is to dramatically grow the number of active users of Yippi through the use of a third-party marketing agent, targeting various countries throughout Asia, including China, Malaysia, Taiwan, Philippines and Indonesia.

*Three Months ended April 30, 2018 Compared to Three Months ended April 30, 2017*

For the three months ended April 30, 2018, the Company had a net loss of \$438,848 compared to a net loss of \$300 for the three months ended April 30, 2017. During the three-month period ended April 30, 2018, we generated revenue at \$73,988 compared to \$0 revenue generated for the three months ended April 30, 2017. The Company incurred \$78,218 cost of services during the three months ended April 30, 2018 in order to generate revenues.

For the three months ended April 30, 2018, the Company had general and administrative expenses of \$431,262 compared to \$300 for the three months ended April 30, 2017. General and administrative fee expenses incurred during the three-month period ended April 30, 2018 were primarily related to maintenance of applications, corporate overhead, financial and administrative contracted services, professional fees, salaries and wages, legal fees for reorganization of the Company and costs incurred for potential acquisitions. The increase in general and administrative expenses is primarily due to an increase in maintenance of applications, professional fees, salaries and wages, and costs associated with strategic reorganization costs and potential acquisitions during the three-month period ended April 30, 2018. For the three months ended April 30, 2018, the Company had \$3,356 of depreciation, compared to \$0 for the same period in the previous year.

*Nine Months ended April 30, 2018 Compared to Nine Months ended April 30, 2017*

For the nine months ended April 30, 2018, the Company had a net loss of \$3,160,002 compared to net loss of \$2,703 for the nine months ended April 30, 2017. During the nine-month period ended April 30, 2018, we generated revenue at \$73,988 compared to \$0 revenue generated for the nine months ended April 30, 2017. The Company incurred \$78,218 cost of services during the nine months ended April 30, 2018 in order to generate revenues.

During the nine-month period ended April 30, 2018, we incurred general and administrative expenses of \$851,706 compared to \$2,703 for the nine-month period ended April 30, 2017. General and administrative expenses incurred during the nine-month period ended April 30, 2018 were primarily related to maintenance of applications, corporate overhead, financial and administrative contracted services, professional fees, salaries and wages, legal fees for reorganization of the Company and costs incurred for potential acquisitions. The increase in general and administrative expenses is primarily due to an increase in maintenance of applications, professional fees, salaries and wages, and costs associated with strategic reorganization costs and potential acquisitions during the nine-month period ended April 30, 2018. For the nine months ended April 30, 2018, the Company had \$3,356 of depreciation, compared to \$0 for the same period in the previous year.

During the nine-month period ended April 30, 2018, we incurred other expenses including interest expense of \$383, and a loss on settlement of debt of \$2,300,327. The loss of settlement of debt was related to the issuance of 15,335,515 shares of common stock with a fair value of \$2,453,683 to repay note payable of \$152,973 and accrued interest of \$383.

### ***Plan of Operation***

The Company's current business activity does not at this time provide positive cash flow, although the Company has commenced generating revenue for the first time during the most recent quarter. During the next twelve months, we anticipate incurring costs related to:

- i. Marketing the Yippi app to users located throughout Asia;
- ii. Investigating, analyzing, and consummating potential acquisition or merger opportunities;
- iii. Other ongoing general and administrative type costs; and
- iv. The preparation and filing of the Company's financial statements and Exchange Act reports.



Table of Contents

We believe that we are nearing the point where we will commence generating net profit on a quarterly basis, although we cannot predict exactly when this will occur. We have commenced generating gross revenues and believe our revenue will increase during the next fiscal year. We believe that in order to grow our business going forward, we will need to continue to invest in marketing and advertising of our Yippi app throughout Asia. Because of this, we expect going forward to continue to invest heavily in marketing and advertising. We believe we will be able to meet our operating costs and additional marketing and advertising in excess of our revenues, through additional amounts, as necessary, to be loaned to or invested in us by our stockholders and management, although no agreements have been entered into with anyone.

We believe we will be able to meet these costs through additional amounts, as necessary, to be loaned to or invested in us by our stockholders and management, although no agreements have been entered into with anyone.

***Liquidity and Capital Resources***

As of April 30, 2018, our total assets were \$611,932 and our total liabilities were \$703,285.

Stockholders' deficit decreased from a deficit of \$121,500 as of July 31, 2017 to a deficit of \$91,353 as of April 30, 2018.

We had \$473,686 cash on hand, \$7,650 in accounts receivable and \$46,571 in other receivables – related party as of April 30, 2018. As of April 30, 2018, we had working capital deficit of \$175,378, compared to working capital deficit of \$121,500 as of July 31, 2017. Accumulated deficit was at \$3,891,153 as of April 30, 2018 compared to accumulated deficit of \$731,151 as of July 31, 2017.

***Cash Flow from Operating Activities***

We have not generated any positive cash flow from operating activities. For the nine-month period ended April 30, 2018, net cash flows used in operating activities was \$627,420. Net cash flows used in operating activities was \$0 for the nine-month period ended April 30, 2017. Cash flow from operating activities for the nine-month period ended April 30, 2018 was due to a net loss of \$3,160,002, an increase in accounts receivable of \$59,043 and other receivables – related party of \$46,694, offset by loss on settlement of debt of \$2,300,327, depreciation of \$3,356, increase in accounts payable and accrued liabilities of \$121,648, and deferred revenue – related party of \$121,648.

*Cash Flow from Investing Activities*

For the nine-month period ended April 30, 2018, net cash flows used in investing activities was \$62,558. Net cash flows used in investing activities was \$0 for the nine-month period ended April 30, 2017. Cash flow used in investing activities for the nine-month period ended April 30, 2018 was due to the purchase of property, plant, and equipment of \$62,558.

*Cash Flows from Financing Activities*

We have financed our operations primarily from either advances and loans from related and third parties or the issuance of equity instruments. For the nine-month period ended April 30, 2018 net cash from financing activities was \$1,215,581 loaned from a related party, compared to \$0 proceeds from notes due to related parties for the nine-month period ended April 30, 2017.

Cash flows from financing activities for the nine-months ended April 30, 2018 consisted of \$840,294 proceeds from the issuance of common stock, and \$1,430,620 proceeds from related party, offset by \$1,055,333 repayments to related party.

We have no commitment for any capital expenditure and foresee none. We believe that we have sufficient funds available to pay our monthly expenses for the next nine (9) months and will have to raise approximately \$175,000 of additional funds from equity or secure loans. If financing is not available on satisfactory terms, we may be unable to continue, develop or expand our operations. If we are unable to accomplish raising adequate funds then it would be likely that any investment made into the Company would be lost in its entirety.

***Going Concern***

Our independent auditors have added an explanatory paragraph to their audit issued in connection with the financial statements for the period ended July 31, 2017, relative to our ability to continue as a going concern. The Company, which has not generated minimal revenues, has incurred net losses, has nominal assets and a stockholders' deficit. These conditions, among others, raise substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required and ultimately to attain profitability. The financial statements do not include any adjustments that might result from the outcome of this uncertainty

The Company is dependent on advances from its principal shareholders or other affiliated parties for continued funding. There are no commitments or guarantees from any third party to provide such funding nor is there any guarantee that the Company will be able to access the funding it requires to continue its operations.

*Table of Contents*

***Off-Balance Sheet Arrangements***

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to an investor in our securities.

***Contractual Obligations***

Not required for smaller reporting companies.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Pursuant to Item 305(e) of Regulation of S-K (§229.305(e)), the Company is not required to provide the information required by this Item as it is a “smaller reporting company,” as defined by Rule 229.10(f)(1).

**ITEM 4. CONTROLS AND PROCEDURES**

***Disclosure Controls and Procedures***

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that is designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

An evaluation was conducted under the supervision and with the participation of our management of the effectiveness of the design and operation of our disclosure controls and procedures as of April 30, 2018. Based on that evaluation, our management concluded that our disclosure controls and procedures were not effective as of such date to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. Such officer also confirmed that there was no change in our internal control over financial reporting during the three-month period ended April 30, 2018, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

***Changes in Internal Control over Financial Reporting***

There have been no changes in our internal control over financial reporting that occurred during the quarter ended April 30, 2018, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

This quarter report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only management's report in this quarter report.

Table of Contents

**PART II – OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

There are no legal proceedings which are pending or have been threatened against us or any of our officers, directors or control persons of which management is aware.

**ITEM 1A. RISK FACTORS**

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, the Company is not required to provide this information.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

During the nine (9) months ended April 30, 2018, the Company issued a total of 99,364,807 shares of common stock to Toga Capital Sdn. Bhd., a Malaysian corporation (“Toga Capital”) pursuant to a Subscription Agreement entered into between the Company and Toga Capital on October 31, 2017 (the “Subscription Agreement”). Toga Capital is deemed a related party of the Company since the Company’s CEO, Mr. Michael Toh, is a major shareholder of Toga Capital. The total of 99,364,807 shares sold to Toga Capital includes 78,674,115 shares that were disclosed in the Company’s Quarterly Report on Form 10-Q for the period ended January 31, 2018 as shares that the Company “agreed to issue.”

Under the Subscription Agreement, Toga Capital agreed to purchase up to 1.2 billion shares of the Company’s common stock at a subscription price of USD\$0.01 per share for an aggregate purchase price of Twelve Million and 00/100 USD (\$12,000,000) (the “Purchase Price”).

Through October 31, 2017, Toga Capital, through a related party, had provided the Company with \$133,386 in cash. The Company and Toga Capital agreed that the Company would issue 13,338,600 shares pursuant to the Subscription Agreement in exchange for the \$133,386 in cash.

## Edgar Filing: Toga Ltd - Form 10-Q

During the three months ended January 31, 2018, the Company made the following issuances of its common stock to Toga Capital pursuant to the terms of the Subscription Agreement:

1. 15,335,515 shares were issued to Toga Capital as settlement of a note payable due to Toga Capital in the amount of \$152,973 and accrued interest of \$383.
2. 50,000,000 shares were issued to Toga Capital in exchange for cash payments from Toga Capital totaling \$500,000

During the three months ended April 30, 2018, the Company made the following issuances of its common stock to Toga Capital pursuant to the terms of the Subscription Agreement:

1. 20,690,692 shares were issued to Toga Capital in exchange for cash payments from Toga Capital totaling \$206,908.

No placement agent or broker dealer was used or participated in any offering or sale of the above shares.

The sales described above are and will be made pursuant to the exemption from registration set forth in Regulation S, promulgated by the Securities Exchange Commission under the Securities Act of 1933. No underwriters were utilized in connection with the sale of securities.

The issuance of these securities will be to a single “non-U.S. person” (as that term is defined in Regulation S of the Securities Act of 1933, as amended) in an offshore transaction in which the Company relied on the registration exemption provided for in Regulation S and/or Section 4(2) of the Securities Act of 1933, as amended (the “Act”), as the conditions of Regulation S were met, including but not limited to the following conditions:

- Toga Capital is a corporation organized under the laws of Malaysia at the time of the sale of the Shares; and
- Toga Capital agreed to resell the Shares only in accordance with Regulation S, pursuant to a registration under the Act, or pursuant to an available exemption from registration.

Each certificate representing the shares of common stock contains or will contain a legend that transfer of the shares is prohibited except in accordance with the provisions of Regulation S, pursuant to a registration under the Act, or pursuant to an available exemption from registration and the holder may not engage in hedging transactions with regards to the Company’s common stock unless in compliance with the Act.





Table of Contents

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

Exhibits:

31.1      Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1      Certification of Chief Executive Officer pursuant to Section 1350 as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Table of Contents

**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**TOGA LIMITED**

DATED: July 27, 2018

*By: /s/ Toh Kok Soon*

Toh Kok Soon

Chief Executive Officer and

Chief Financial Officer

(Principal Executive Officer and

Principal Financial and Accounting  
Officer)