Toga Ltd
Form 10-Q
September 01, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended **January 31, 2017**

o 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)

Delaware	**98-0568153**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

Suite 30-01, Level 30, Menara Standard Chartered,

No 30, Jalan Sultan Ismail,

50250, Kuala Lumpur, Malaysia

(Address of principal executive offices)

+603-2110-6809

(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 o

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 o

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	o	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	x
		Emerging growth company	o

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. o

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

The number of shares of the issuer's common stock outstanding as of July 31, 2017 was 50,927,094 shares, par value $0.0001 per share.

TOGA LIMITED

FORM 10-Q

Quarterly Period Ended January 31, 2017

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Toga Limited

Balance Sheets

	January 31, 2017 (Unaudited)	July 31, 2016
TOTAL ASSETS	$ -	$ -
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable and accrued liabilities	$ 503	$ 200
Due to related party	100	-
Notes due to related parties	24,126	34,135
Convertible note payable - related party	-	523,916
Total Current Liabilities	24,729	558,251
Stockholders' Deficit		
Preferred stock, $.0001 par value, 20,000,000 shares authorized; none issued and outstanding	-	-
Common stock, $.0001 par value, 100,000,000 shares authorized; 50,927,094 and 393,169 shares issued and outstanding as of January 31, 2017 and July 31, 2016	5,092	39
Common stock subscribed; 30,000,000 common shares, $.0001 par value	(3,000)	-
Additional paid-in capital	607,559	73,687
Accumulated deficit	(634,380)	(631,977)
Total Stockholders' Deficit	(24,729)	(558,251)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ -	$ -

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

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Toga Limited

Statements of Operations

(Unaudited)

	Three Months Ended January 31, 2017	Three Months Ended January 31, 2016	Six Months Ended January 31, 2017	Six Months Ended January 31, 2016
OPERATING EXPENSES				
General and administrative expenses	2,103	11,335	2,403	17,801
Total Operating Expenses	2,103	11,335	2,403	17,801
LOSS FROM OPERATIONS	(2,103)	(11,335)	(2,403)	(17,801)
Loss before Income Taxes	(2,103)	(11,335)	(2,403)	(17,801)
Income Tax Provision	-	-	-	-
NET LOSS	$ (2,103)	$ (11,335)	$ (2,403)	$ (17,801)
BASIC AND DILUTED NET LOSS PER COMMON SHARE:				
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	19,611,722	393,169	13,240,354	393,169
NET LOSS PER COMMON SHARE	(0.00)	(0.03)	(0.00)	(0.05)

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

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Toga Limited

Statements of Cash flows

(Unaudited)

	Six Months Ended January 31, 2017		Six Months Ended January 31, 2016	
CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss	$	(2,403)	$	(17,801)
Changes in operating assets and liabilities:				
Accounts payable and accrued liabilities		2,403		1,800
Net cash used in operating activities		-		(16,001)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from notes due to related parties		-		15,735
Net cash provided by financing activities		-		15,735
Net increase in cash and cash equivalents		-		(266)
Cash and cash equivalents - beginning of period		-		498
Cash and cash equivalents - end of period	$	-	$	232
Non-Cash Investing and Financing Activity:				
Contribution of Capital to Pay for Expenses on Behalf of the Company – related party	$	2,000	$	-
Common Stock Subscribed	$	3,000	$	-
Conversion of Related Party Debt to Common Stock	$	533,925	$	-
Expenses Paid by Related Party	$	100	$	-
Supplemental disclosure:				
Cash paid for interest	$	-	$	-
Cash paid for taxes	$	-	$	-

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

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Toga Limited

Notes to the Financial Statements

January 31, 2017

(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 277,838 of the issued and outstanding shares of the Company.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited interim 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 condensed financial statements not misleading have been included. The balance sheet at July 31, 2016, 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, Amendment No. 1 on Form 10-K/A for the year ended July 31, 2016, that was filed with the SEC on August 9, 2017. The results of operations for the three and six months ended January 31, 2017, are not necessarily indicative of the results to be expected for the full year.

NOTE 3. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company, which has not generated any revenues since inception, 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.

NOTE 4. RELATED PARTY TRANSACTIONS

On January 6, 2017, the Company's sole director entered into an agreement to convert the $10,009 of non-interest bearing, due on demand loans for a total of 10,009 shares of common stock. The Company has outstanding notes payable to the Company's sole director of $24,126 and $34,135 as of January 31, 2017 and July 31, 2016, respectively. The amount is non-interest bearing, and due on demand.

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During the six months ended January 31, 2017 and 2016 total expenses paid by a related party on behalf of the Company were $100 and $0, respectively. As at January 31, 2017 and July 31, 2016, $100 and $0 is due to the related party, respectively. Proceeds from notes due to related party for the six months ended January 31, 2017 and 2016, were $0 and $15,735, respectively.

On November 1, 2016, the Company issued 50,000,000 common shares, par value $0.0001 to three individuals. A total of 20,000,000 shares were issued to the Company's sole director. The price per share per the share issuance is $0.0001. As of January 31, 2017, an amount of $2,000 has been recorded as a contribution of capital from a related party, and the remaining $3,000 has been recorded as common stock subscribed.

The sole director of the Company currently provides office space free of rent to the Company.

NOTE 5. CONVERTIBLE NOTES PAYABLE RELATED PARTY

On December 24, 2014, as a result of three separate Assignment and Assumption agreements, the Company's notes payable to related parties in the amount of $523,916, including outstanding accrued interest, were sold by the related parties to three non-related parties for nominal consideration.

On January 7, 2015, the outstanding notes payables of $523,916 were replaced by convertible notes payables in the same amounts. In addition, accrued interest of $74,491 associated with the outstanding notes payable was forgone and forgiven by the note holders. The notes are convertible into shares of the Company's common stock at a conversion price of $1.00 per share at the note holders' sole and exclusive option. The convertible notes were originally interest free until December 31, 2015, and due on February 1, 2016. In January 2016, due dates for the convertible notes were extended to February 1, 2017. In addition, the convertible notes were amended to remain interest free until December 31, 2016, after which time the notes shall bear interest at 6% per annum.

On May 31, 2016, a new sole director became the majority shareholder of the Company. As a result of the agreement with the previous majority shareholder, the new sole director assumed the outstanding notes payable of $523,916.

On January 6, 2017, the Company's sole director entered into an agreement to convert the total amount of outstanding convertible notes payable of $523,916 for a total of 523,916 shares of common stock. As of January 31, 2017, and July 31, 2016, the balance of convertible notes payable to related party is $0 and $523,916, respectively.

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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," "estimat 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.

The Company is currently considered to be a “blank check” company. The SEC defines those companies as “any development stage company that is issuing a penny stock, within the meaning of Section 3(a)(51) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and that has no specific business plan or purpose, or has indicated that its business plan is to merge with an unidentified company or companies.” Many states have enacted statutes, rules and regulations limiting the sale of securities of “blank check” companies in their respective jurisdictions. The Company is a “shell company,” defined in Rule 12b-2 under the Exchange Act as a company with no or nominal assets (other than cash) and no or nominal operations.

We will not be restricted in our search for business combination candidates to any particular geographical area, industry or industry segment, and may enter into a combination with a private business engaged in any line of business, including service, finance, mining, manufacturing, real estate, oil and gas, distribution, transportation, medical, communications, high technology, biotechnology or any other. Management’s discretion is, as a practical matter, unlimited in the selection of a combination candidate. Management will seek combination candidates in the United States and other countries, as available time and resources permit, through existing associations and by word of mouth. This plan of operation has been adopted in order to attempt to create value for our stockholders.

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.”

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Results of Operations

The Company has not conducted any active operations since March 4, 2008, except for its efforts to locate suitable acquisition candidates. No revenue has been generated by the Company since inception in October 2003. It is unlikely the Company will have any revenues unless it is able to effect an acquisition or merger with an operating company. There can be no assurance that we will be able to consummate an acquisition of an operating company. It is management's assertion that these circumstances may hinder the Company's ability to continue as a going concern. The Company's plan of operation for the next twelve months shall be to continue its efforts to locate suitable acquisition candidates.

Three Months ended January 31, 2017 Compared to Three Months ended January 31, 2016.

For the three months ended January 31, 2017, the Company had a net loss of $2,103 compared to a net loss of $11,355 for the three months ended January 31, 2016. During the three month period ended January 31, 2017 and January 31, 2016, we have not generated any revenue.

For the three months ended January 31, 2017, the Company had general and administrative expenses of $2,103 compared to $11,355 for the three months ended January 31, 2016. General and administrative fee expenses incurred during the three-month periods ended January 31, 2017 and January 31, 2016 were generally related to corporate overhead, financial and administrative contracted services and interest expense. The decrease in general and administrative expenses is primarily due to a decrease in professional fees during the three month period ended January 31, 2017.

The reduction in professional fees, accounting and legal fees, between the comparable periods is primarily attributable to fees paid in connection with the preparation of the Company's financial statements and the audit of the Company's financial statements incurred during the quarter period ended January 31, 2016, which were limited during the quarter ended January 31, 2017, as a result of the Company's suspension of filing quarterly and annual reports with the SEC in the latter half of the fiscal year ended July 31, 2014.

Six Months ended January 31, 2017 Compared to Six Months ended January 31, 2016.

For the six months ended January 31, 2017, the Company had a net loss of $2,403, compared to net loss of $17,801 for the six months ended January 31, 2016. During the six month period ended January 31, 2017 and January 31, 2016, we have not generated any revenue.

For the six months ended January 31, 2017, the Company had general and administrative expenses of $2,403 compared to $17,801 for the six months ended January 31, 2016. The decrease in general and administrative expenses was primarily due to a decrease in professional fees during the six- month period ended January 31, 2017.

Plan of Operation

The Company currently does not engage in any business activities that provide positive cash flow. During the next twelve months, we anticipate incurring costs related to:

i. the preparation and filing of the Company's financial statements and Exchange Act reports;

ii. investigating, analyzing, and consummating potential acquisition or merger opportunities; and

iii. other ongoing general and administrative type costs.

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, management and/or other investors.

The Company may consider acquiring another business, which has recently commenced operations, is a developing-stage company in need of additional funds for expansion into new products or markets, is seeking to develop a new product or service, or is an established business which may be experiencing financial or operating difficulties and is in need of additional capital. In the alternative, any such business combination may involve the acquisition of, or merger with, a company which does not need substantial additional capital but which desires to establish a public trading market for its shares while avoiding, among other things, the time delays, significant expense, and loss of voting control which may occur in a public offering.

Any target business that is selected may be a financially unstable company or an entity in its early stages of development or growth, including entities without established records of sales or earnings. In that event, we will be subject to numerous risks inherent in the business and operations of financially unstable and early stage or potential emerging growth companies. In addition, we may effect a business combination with an entity in an industry characterized by a high level of risk, and, although our management will endeavor to evaluate the risks inherent in a particular target business, there can be no assurance that we will properly ascertain or assess all significant risks.

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The Company anticipates that the selection of a business combination will be complex and extremely risky. Because of general economic conditions, rapid technological advances being made in some industries and shortages of available capital, our management believes that there are numerous firms seeking even the limited additional capital which we will have and/or the perceived benefits of becoming a publicly traded corporation. Such perceived benefits of becoming a publicly traded corporation include, among other things, facilitating or improving the terms on which additional equity financing may be obtained, providing liquidity for the principals of and investors in a business, creating a means for providing incentive stock options or similar benefits to key employees, and offering greater flexibility in structuring acquisitions, joint ventures and the like through the issuance of stock. Potentially available business combinations may occur in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex.

Liquidity and Capital Resources

As of January 31, 2017 our total assets were $0 and our total liabilities were $24,729.

Stockholders’ deficit decreased from a deficit of $558,251 as of July 31, 2016 to $24,729 as of January 31, 2017.

We had $0 cash on hand at January 31, 2017, and had no other assets to meet ongoing expenses or debts that may accumulate. Accumulated deficit was at $634,380 as of January 31, 2017, compared to accumulated deficit of $631,977 as of July 31, 2016.

Cash Flow from Operating Activities

We have not generated any positive cash flow from operating activities. For the six month period ended January 31, 2017, net cash flows used in operating activities was $0. Net cash flows used in operating activities was $16,001 for the six month period ended January 31, 2016.

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 six month period ended January 31, 2017, net cash from financing activities was $0, compared to $15,735 proceeds from notes due to related parties for the six month period ended January 31, 2016.

We have no commitment for any capital expenditure and foresee none. However, we will incur routine fees and expenses incident to our reporting duties as a public company. We will continue to incur expenses in finding and investigating possible acquisitions and other fees and expenses in the event we make an acquisition or attempt but are unable to complete an acquisition. If we do not consummate a merger or other transaction with another business, our cash requirements for the next twelve months are relatively modest, principally legal expenses, accounting expenses, and other expenses relating to making filings required under the Exchange Act, which should not exceed $50,000 in the fiscal year ending July 31, 2017. Any travel, lodging or other expenses which may arise related to finding, investigating and attempting to complete a combination with one or more potential acquisitions could also amount to thousands of dollars.

We will only be able to pay our future obligations and meet operating expenses by raising additional funds, acquiring a profitable company or otherwise generating positive cash flow. As a practical matter, we are unlikely to generate positive cash flow by any means other than acquiring a company with such cash flow. We believe that management, stockholders or affiliates will lend funds to us as needed for operations prior to completion of an acquisition. Management, stockholders and any such affiliates are not obligated to provide funds to us, however, and it is not certain they will always want or be financially able to do so. Our stockholders, management and/or affiliates who advance funds to us to cover operating expenses will expect to be reimbursed, either by us or by the company acquired, prior to or at the time of completing a combination.

There currently are no plans to sell additional securities to raise capital, although sales of securities may be necessary to obtain needed funds. Our current management has agreed to continue their services to us and to accrue sums owed them for services and expenses and expect payment reimbursement only.

Should existing management or stockholders refuse to advance needed funds, however, we would be forced to turn to outside parties to either lend funds to us or buy our securities. There is no assurance whatsoever that we will be able to raise necessary funds, when needed, from outside sources. Such a lack of funds could result in severe consequences to us, including among others:

- failure to make timely filings with the SEC as required by the Exchange Act, which may also result in suspension of trading or quotation of our stock and could result in fines and penalties to us under the Exchange Act;
- curtailing or eliminating our ability to locate and perform suitable investigations of potential acquisitions; or
- inability to complete a desirable acquisition due to lack of funds to pay legal and accounting fees and acquisition-related expenses.

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It is our intention to seek reimbursement from potential acquisition candidates for professional fees and travel, lodging and other due diligence expenses incurred by our management, in connection with our investigation, negotiation and consummation of a business combination with such acquisition candidates. There is no assurance that any potential candidate will agree to reimburse us for such costs.

Going Concern

Our independent auditors have added an explanatory paragraph to their audit issued in connection with the financial statements for the period ended January 31, 2017, relative to our ability to continue as a going concern. The Company, which has not generated any 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.

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 January 31, 2017. 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 January 31, 2017, 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 January 31, 2017, 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.

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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

There were no unregistered sales of our equity securities during the period covered by this quarterly report.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

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ITEM 6. EXHIBITS

Exhibits:

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

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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: September 1, 2017	By: */s/ Toh Kok Soon* Toh Kok Soon Chief Executive Officer and Chief Financial Officer (Principal Executive Officer and Principal Financial and Accounting Officer)