

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**  
**ADMINISTRATIVE HEARING**

**Admin. Proc. File No. 3-21385**

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**NOTICE OF APPEARANCE AND  
RESPONSE TO ORDER INSTITUTING  
ADMINISTRATIVE PROCEEDINGS**

**In the Matter of**

**TOGA Limited, Respondent**

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**Answer to Allegations of Section II of Order Instituting Administrative Proceedings  
and Notice of Hearing Pursuant to Section 12(j) of the Securities Exchange Act**

Toga Limited responds as follows to the numbered paragraphs of Section II of the Order Instituting Administrative Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Securities Exchange Act dated April 20, 2023 (“Order”).

**A. RESPONDENT**

1. Toga Limited (“TOGL”) (CIK No. 1378125) is an active Nevada corporation located in Los Angeles, CA with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). TOGL is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended April 30, 2020, which reported a net loss of \$10,974,912 for the prior nine months. As of February 1, 2023, unsolicited quotations for the common stock of TOGL were quoted on OTC Link whose parent company is OTC Markets Group, Inc.

**Response:** Toga Limited admits to the allegations of paragraph A.1. of the Order, which addresses delinquency in its filings; admits the company last filed a 10-Q for the period ending April 30, 2020, which filing was amended on February 22, 2021. Toga Limited denies sufficient information or belief necessary to respond to the allegations that as of February 1, 2023, unsolicited quotations for the common stock of TOGL were quoted on OTC Link whose parent company is OTC Markets Group, Inc.

**B. DELINQUENT PERIODIC FILINGS**

2. As discussed in more detail above, the Respondent is delinquent in its periodic filings with the Commission, has repeatedly failed to meet its obligation to file timely periodic reports, and failed to heed a delinquency letter sent to it by the Division of Corporation

Finance requesting compliance with its periodic filing obligations or, through its failure to maintain a valid address on file with the Commission as required by Commission rules, did not receive such letter.

**Response:** Toga Limited responding more fully admits to the allegations of unfiled timely periodic reports since April 2020 and admits that its last filing, its 10-Q, was submitted on June 15, 2020, and amended on February 22, 2021; but denies sufficient information or belief necessary to respond to the allegations that it received a letter from the Division of Corporation Finance providing notice requesting compliance with its period reporting filing obligations; that Toga Limited notes that it has been unable to file these periodic reports because a dispute arose between our subsidiaries in China and our auditors, which resulted in the resignation of our auditors. The dispute has now been resolved by retaining new independent auditors. As Toga Limited previously reported on Form 8-K filed with the SEC on July 23, 2022, on July 8, 2022, Toga Limited engaged J&S Associate (“J&S”), a Malaysian-based Audit Firm, as Respondent’s independent accountant to audit its consolidated financial statements and to perform reviews of interim financial statements. J&S is registered with MIA & PCAOB. The audit of Toga Limited’s financial statements for 2020, 2021 and 2022 is in process. Toga Limited has on hand the resources necessary to complete the audits and file any necessary restatement for all the periods required, and to complete all delinquent SEC filings within 90 days. Toga Limited has timely reported in the past and will going forward. Toga Limited denies the remaining allegations of paragraph B.2.

3. Exchange Act Section 13(a) and the rules promulgated thereunder require issuers of securities registered pursuant to Exchange Act Section 12 to file with the Commission current and accurate information in periodic reports even if the registration is voluntary under Section 12(g). Specifically, Rule 13a-1 requires issuers to file annual reports, and Rule 13a-13 requires domestic issuers to file quarterly reports.

**Response:** Toga Limited states that paragraph B.3 exists as a statement and conclusions of law to which no response is required.

4. As a result of the foregoing, the Respondent failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

**Response:** Toga Limited lacks information or belief necessary to respond to the allegations of paragraph B.4 of the Order that addresses its failure to comply, and accordingly denies these allegations, believing that paragraph of the Order states conclusions of law to which no response is required.

**Toga Limited**  
By its attorneys,

Dated: June 20, 2023

/s/ Debbie A. Klis, Esq.

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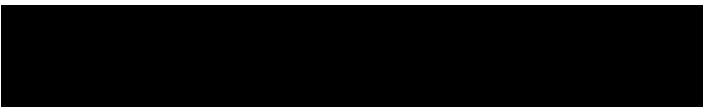
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### **CERTIFICATE OF SERVICE**

I hereby certify that a true copy of the Answer/Response for **TOGA LIMITED**, by Rimon PC was served on the following on this 20<sup>th</sup> day of June 2023, in the manner indicated below:

By Email: [sec.notification@zixmessagecenter.com](mailto:sec.notification@zixmessagecenter.com)  
UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
100 F street, N.E  
Washington, D.C. 20549-6010  
Attn: Christina Z. Milnor, Assistant Secretary

Dated: June 20, 2023



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