

# GUPTA FABTEX PRIVATE LIMITED

CIN: U17124RJ1996PTC011522

## NOTICE TO THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **18<sup>th</sup> Annual General Meeting** of the members of **Gupta Fabtex Pvt. Ltd.** will be held on Tuesday, September 30<sup>th</sup>, 2014 at 2:00 P.M at the Registered Office of the Company at E-102, 103, EPIP Sitapura Industrial Area, Jaipur-302022 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement as on March 31<sup>st</sup>, 2014 with the Auditors' Report and Directors' Report thereon.
2. To appoint the Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the **Sixth** AGM and to fix their remuneration and to pass the following resolution thereof:-

**"RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for time being in force), **M/s Kalani & Co., Chartered Accountants, Jaipur** be and is hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this AGM till the conclusion of Sixth AGM (subject to ratification of the appointment by the members at every AGM) and the Board of Directors be and are hereby authorized to fix remuneration as may be determined in consultation with the auditor."

### Regd. Office:

E-102, 103, EPIP Sitapura Industrial Area,  
Jaipur-302022

Date: 06<sup>th</sup> September, 2014

By order of the Board

**For GUPTA FABTEX PVT. LTD.**

  
**HARISH KUMAR GUPTA** Managing Director  
Managing Director  
DIN: 01323944

### NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company.
2. The Proxy form duly completed and signed should be deposited at the Registered Office of the Company at least 48 hours before the commencement of the meeting.

**GUPTA FABTEX PRIVATE LIMITED**  
CIN: U17124RJ1996PTC011522

**DIRECTORS' REPORT**

The Director presents the 18<sup>th</sup> Annual Report of the Company along with the Audited Financial Statements as on March 31<sup>st</sup>, 2014, annexed thereto

<b>FINANCIAL RESULTS</b>	<b>Financial Year 2013-14</b>	<b>Financial Year 2012-13</b>
Profit before tax	1,12,50,169	94,89,463.00
Tax expense:		
(1) Current tax	40,30,000	28,50,000.00
(2) Earlier Year Tax	(36,527)	(3,820.00)
(3) Deferred tax	(2,83,069)	2,55,736.00
Profit/(Loss) after tax	75,39,765	63,87,547.00
Earning per equity share:		
(1) Basic	3.68	3.12
(2) Diluted	3.68	3.12

**DIRECTORS:-**

There was no change in composition of Board of Directors during the year.

**FIXED DEPOSITS**

The Company has neither invited nor taken up any fixed deposits in terms of the provisions of section 58A of the Companies Act, 1956 and the Rules made there under.

**PERSONNEL**

The provisions of section 217(2A) of the Companies Act, 1956 are not applicable to the company as no employee received the remuneration to the extent laid down therein.

**INFORMATION UNDER SECTION 217 (1) (e) OF COMPANIES ACT**

The information in accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956, read with Companies (Disclosures of particulars in the Report of Board of Directors) Rules, 1988 is furnished hereunder:-

**A. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION**

Company has taken reasonable steps to conserve energy and has not conducted any R&D activity

**B. FOREIGN EXCHANGE EARNING & OUTGO**

Total Foreign Exchange earning/Sale	: Rs 5,48,52,785
Total Foreign Exchange outgo/expense	: Rs. 23,832

## DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance of the provisions of Section 217 (2AA) the directors hereby declare:

- 1) That in the preparation of the annual accounts for the Financial Year 2013-14, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- 2) That the directors have selected such accounting policies and applied them consistently and made judgments and estimate that are reasonable and prudent so as to give a true and fair view of the statement of affairs of the Company at the end of the Financial Year 2013-14.
- 3) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) That the directors have prepared the enclosed annual accounts on a going concern basis.

## AUDITORS

M/s Kalani & Co., Chartered Accountants, Jaipur the Auditors of the company, retires at the ensuing Annual General Meeting and confirmed their eligibility and willingness to accept the offer, if re-appointed.

## COMMENTS ON AUDITOR'S REPORT

The Auditor's Report presented herewith is self-explanatory and does not require any comments of the Board except to the extent of notes on accounts annexed with the Audited Statement of Accounts.

## COMPLIANCE CERTIFICATE

As per the requirement of section 383A of the Company act, 1956 and Companies Compliance Certificate Rules 2001, the company has obtained a certificate from Company Secretary in whole time practice and the same is enclosed to the Director's Report.

## ACKNOWLEDGEMENT

The Directors place on records their appreciation and sincere thanks to the bankers, staff and other concerned for their co-operation and continued support.

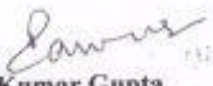
### Regd. Office:

E-102, 103, EPIP Sitapura Industrial Area,  
Jaipur-302022

**For GUPTA FABTEX PVT. LTD.**

  
Harish Kumar Gupta  
Managing Director  
DIN: 01323944

By order of the Board  
**For GUPTA FARTEX PVT. LTD.**

  
Pawan Kumar Gupta  
Director  
DIN: 01543446

Date: 06<sup>th</sup> September, 2014  
Place: Jaipur





**ANSHU PARIKH**  
**COMPANY SECRETARY**

**COMPLIANCE CERTIFICATE**

**CIN No. of the Company: U17124RJ1996PTC011522**

**Nominal Capital: Rs. 2,05,00,000**

**To**

**The Members,**

**M/s Gupta Fabtex Pvt. Ltd.**

**E-102, 103 EPIP Sitapura Industrial Area,**

**Jaipur-302022**

I have examined the registers, records, books and papers of **M/s Gupta Fabtex Pvt Ltd.** as required to be maintained under the Companies Act, 1956 and the rules made there under and also the provisions contained in the Memorandum & Articles of Association of the Company for the Financial Year ended on 31<sup>st</sup> March, 2014. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all statutory registers as stated in **Annexure 'A'** to this certificate, as per the provisions of the Act and the rules made there under and all entries have been duly recorded.
2. The Company has duly filed the e-forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies.
3. The Company being a Private Limited Company has the minimum prescribed paid-up capital and has maintained prescribed minimum number of members during the said financial year below 50 excluding its present and past employees and the Company during the year under scrutiny:-
  - a. has not invited public to subscribe for its shares or debentures; and
  - b. has not invited or accepted any deposits from persons other than its members, directors or their relatives.
4. The Company has duly complied with the provisions of section 285 of the Companies Act, 1956.
5. The Company has not closed its Register of Members or Debenture holders during the financial year.
6. Annual General Meeting for the financial year ended on 31<sup>st</sup> March, 2013 was held on 30/09/2013 after giving due notice to the members of the company and the resolution passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. As per the records provided, no Extra Ordinary General Meeting was held during the financial year
8. The Company being a Private Company, Section 295 of the Act is not applicable. Further as per section 185 of the Companies Act, 2013 which were made effective w.e.f 12/09/2013 vide notification of





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**COMPANY SECRETARY**

Ministry of Corporate Affairs, GOI regarding Loan to Director etc. and applicable to private companies, the Company has duly complied with the said provisions of the Companies Act, 2013

9. As certified by the management, the Company has not entered into any contracts falling within the purview of Section 297 of the Act during the Financial Year.
10. The Company is maintaining the Register under Section 301 of the Act.
11. As explained to us, there were no instances falling within the purview of Section 314 of the Act, hence the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year under scrutiny.
13. Company :
  - i. has complied with all the provisions of the Act relating to allotment/transfer/transmission of shares as required.
  - ii. has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
  - iii. has not required to post warrants to any members of the Company as no dividend was declared during the financial year.
  - iv. The Company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. During the financial year under review, there was no appointment of Additional Directors, Alternate Directors and Directors to fill the casual vacancy.
15. The Company being a Private Company, provisions of Section 269 of the Act with regard to appointment of Managing Director / Whole-time Director/ Manager are not applicable.
16. The Company has not appointed any sole selling agent during the financial year.
17. As certified by the management, the Company was not required to obtain any approvals of the Central govt., Company Law Board, Regional Directors, Registrar and/ or such authorities prescribed under the various provisions of the Companies Act during the Financial Year.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any equity shares during the financial year under scrutiny.
20. The Company has not bought back any shares during the financial year.
21. The Company has not allotted or redeemed any preference shares or debentures during the financial year under scrutiny.
22. There was no transaction necessitating the company to keep in abeyance the right of dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
23. As per the explanations and information given by the management, the Company has not accepted any deposits within the meaning of section 58A of the Companies Act 1956, during the financial year.
24. The Company being Private Company, the provisions of section 293(1)(d) of the Act were not applicable. Further the provisions of section 180(1)(c) of the Companies Act, 2013 which were made effective w.e.f 12/09/2013 vide notification of Ministry of Corporate Affairs, GOI regarding Restriction





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**COMPANY SECRETARY**

on powers of board and applicable to private companies, the Company has not complied with the said provisions of the Companies Act, 2013

25. The Company being a Private Company, the provisions of Section 372A are not applicable.
26. The Company has not changed its registered office from one state to another during the year under scrutiny.
27. The Company has not altered the objects of the Memorandum of Association during the year under scrutiny.
28. The Company has not changed the name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to the Share Capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. As certified by the management, there was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. As certified by the management, the Company has not received any money as security from its employees during the financial year.
33. As certified by the management, there was delay in compliance of the provisions of Section 418 of the Act for the period under scrutiny.



**(Anshu Parikh)**

**Company Secretary**

**ACS-26791**

**C.P No.-10686**

**Date: 04.09.2014**

**Place: Jaipur**





**ANSHU PARIKH**  
**COMPANY SECRETARY**

**Annexure 'A'**

**Registers as maintained by the Company**

**I. Statutory Registers**

1. Register of Members u/s 150.
2. Minutes Books of the Board Meeting and General Meetings u/s 193.
3. Register of Contracts in which Directors are interested u/s 301
4. Register of Director's Shareholding u/s 307
5. Register of Directors/Managing Director/Whole-Time Director/Secretaries u/s 303.
6. Register of Charges u/s 143
7. Books of accounts u/s 209 of the Act.

**Annexure 'B'**

Forms and Returns as filed by the Company with Registrar of Companies during the Financial Year ending on 31<sup>st</sup> March, 2014:-

S.No	Form no./Return	Date of Document	Date of Filing	Whether filed within prescribed time	If delay in filing, whether requisite additional fees paid
1	Form 23B for F.Y 2013-14	05/10/2013	28/10/2013	Yes	-
2	Form 23AC, 23ACA for F.Y 2012-13	30/09/2013	23/11/2013	No	Yes
3	Form 20B for F.Y 2012-13	30/09/2013	25/11/2013	Yes	-
4	Form 66 for F.Y 2012-13	30/09/2013	23/11/2013	No	Yes
5	Form 8 for Modification of charge  Form 24AAA for filing petition to Central Government for Condonation of delay  Form 21 for filing	10/12/2012  -  -	02/05/2013  08/05/2013	No  Yes	Yes

