

# **EFFINGO TEXTILE & TRADING LIMITED**



**30<sup>th</sup> ANNUAL REPORT  
FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2015**

# **Textile Industry**



# **EFFINGO TEXTILE & TRADING LIMITED**

## **DIRECTORS:**

Ms. Priya Raval- MD & CEO  
Mr. Gaurav Bahety- Chairman & CFO  
Mr. Rakesh Kumar- Independent Director  
Mr. Yogesh Kumar - Independent Director

## **BANKERS:**

**AXIS BANK LTD**

## **AUDITORS:**

**M/S S.B.JAJOO & CO.**

## **REGISTERED OFFICE:**

Office No.B-51,5<sup>th</sup> Floor,Gurudev Apartment,  
R.C.Marg,Chembur naka,  
Chembur,Mumbai-400071.

## **REGISTRAR AND SHARE TRANSFER AGENT**

Abhipra Capital Ltd , (bm-1),  
A-387, Abhipra Complex,  
Dilkhush Industrial Area,  
G. T. Karnal Road, Azadpur,Delhi,  
Delhi -110033  
Tele. 011 -42390725  
Fax: 011-42390830.  
E-Mail: Jeewatrai@Abhipra.Com

## **LISTING**

**The Bombay Stock Exchange Ltd**

**NOTICE**

**NOTICE** is hereby given that the 30<sup>th</sup> Annual General Meeting of the shareholders of the Company will be held on 29<sup>th</sup> September, 2015 at 11.00 AM at The Avenue Thakur complex, Western Express Highway, Kandivli-(East), Mumbai – 400101, India to transact the following business:

**ORDINARY BUSINESS:**

- 1 To receive, consider and adopt the Audited Balance Sheet as at and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2015 together with Directors' Report and Auditors' Report thereon.
- 2 To consider and if thought fit, to pass with or without modifications, the following, resolution as an Ordinary Resolution:

**"RESOLVED THAT** Ms. Priya Rawal (DIN: 05108446), a Director liable to retire by rotation pursuant to section 152(6) of the Companies Act 2013, who seek re-election, be re-appointed as the director of the Company."

- 3 To ratify the appointment of M/s S.B.JAJOO & CO, Chartered Accountants, as Statutory Auditors of the Company by passing following resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the consent of the members of the Company be and is, hereby, accorded to ratify the appointment of M/s S.B.JAJOO & CO, Chartered Accountants, as the Statutory Auditor of the Company for the financial year ending 31<sup>st</sup> March, 2016, as made in the 29<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2014.

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass following resolution, with or without modification, as

**ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Rakesh Kumar (DIN: 01973690), who was appointed as an Additional Director of the Company by the Board of Directors in the meeting held on 31<sup>st</sup> December 2014, be and is, hereby, appointed as Independent Director of the Company for the period of 5 years.

**RESOLVED FURTHER THAT** pursuant to Sections 149, 152, 164, 165, 179 (3) & 184 of the Companies Act, 2013 read with Rules 8 & 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the consent for appointment as Director of the Company given in form DIR-2, along with declaration that she is not disqualified from being appointed as Director in DIR-8, meets the criteria for independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the act and that, post – appointment, her number of directorships shall be within

the limits prescribed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the Chairman for the purpose of identification, be and is, hereby, taken note of.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is, hereby, authorized to do or delegate the authority to do, all such acts, deeds, things and sign all such documents, drafts, e-forms, as may be deemed necessary to give effect to this resolution.

5. To consider and if thought fit, to pass following resolution, with or without modification, as **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149 of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Yogesh Kumar (DIN: 02774016), who was appointed as an Additional Director of the Company by the Board of Directors in the meeting held on 31<sup>st</sup> December, 2014, be and is, hereby, appointed as Independent Director of the Company for the period of 5 years.

**RESOLVED FURTHER THAT** pursuant to Sections 149, 152, 164, 165, 179 (3) & 184 of the Companies Act, 2013 read with Rules 8 & 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the consent for appointment as Director of the Company given in form DIR-2, along with declaration that she is not disqualified from being appointed as Director in DIR-8, meets the criteria for independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the act and that, post – appointment, her number of directorships shall be within the limits prescribed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the Chairman for the purpose of identification, be and is, hereby, taken note of.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is, hereby, authorized to do or delegate the authority to do, all such acts, deeds, things and sign all such documents, drafts, e-forms, as may be deemed necessary to give effect to this resolution.

**By Order of the Board of Directors  
For Effingo Textile & Trading Limited  
Sd/-**

**Priya Rawal  
(Managing Director)**

**Place: Mumbai  
Date: 02<sup>nd</sup> September 2015**

**NOTES:**

1. A member entitled to attend and vote on a poll is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. a person can act as proxy on behalf of members upto and not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company. further, a member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
2. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the company will remain closed from 23<sup>rd</sup> September 2015 to 29<sup>th</sup> September 2015 both days inclusive.
3. Members are requested to address all communication regarding transfer of shares, change of address etc. directly to the Share Transfer Agent of the Company, **Abhipra Capital Limited**, Abhipra Complex, Dilkhush Industrial Estate, A 387, G T Karnal Road, Azadpur, Delhi – 110033 and in case their shares are held in the dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
4. Members desirous of availing nomination facility may send their nomination in the prescribed form. Nomination forms can be obtained from the Registrars/ Company.
5. Members desirous of obtaining any information concerning the account and operations of the Company are requested to address their queries to the Chairman, so as to reach the Registered Office of the Company at least seven days before the date of the Meeting, to enable the Company to make available the required information at the Meeting, to the extent possible.
6. On dematerialisation of shares, the nomination registered by the Company automatically stands cancelled. In the case of shares held in electronic (dematerialised) form, the Members are given an option of nomination at the time of opening a demat account. If no nomination is made at the time of opening the demat account, they should approach their respective Depository Participant.

We, therefore, appeal to the members to register their name in getting the documents in electronic mode by sending an e mail giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e mail address at [maltitextile@yahoo.com](mailto:maltitextile@yahoo.com)

7. Members/Proxies are requested to bring the Attendance Slip sent with this Notice duly filled-in for attending the meeting.
8. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice hereto.
9. Members are requested to bring their copy of Annual report to the meeting.
10. In terms of circular no.MRD/DoP/Cir-05/2010 dated 20<sup>th</sup> May, 2009 issued by Securities and Exchange Board of India (SEBI) it is now mandatory for the transferee of the physical shares to furnish copy of PAN card to the Company or its RTA for registration of transfer of shares. Shareholder is requested to furnish copy of PAN card at the time of transferring their physical shares.

11. As required by Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed are given below:

Name	Mr. Gaurav Bahety	Ms. Priya Rawal	Mr. Rakesh Kumar	Mr. Yogesh Kumar
Age	25 years	43 years	39 years	36 years
Qualification	B.Com	M.Com	B.com	B.Com
Nature of Expertise	Account & Finance	Marketing & Business Development	Human Resources Department	Legal Compliance
No of years of Experience in the industry	4 years	18 years	14years	10yerars
Name of the Companies in which also holds Directorship	Nil	Nil	Nil	Nil
Name of the Companies in committees of which also holds Membership/ Chairmanship	Nil	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil	Nil

#### E voting:

1. According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.
2. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (I) Limited (CDSL):
3. A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
4. During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.
5. The e-Voting shall remain open from 26<sup>th</sup> September 2015, 09.A.M till 28<sup>th</sup> September 2015, 05.P.M.
6. \*E-Voting shall be completed three days prior to the date of Annual General Meeting which is scheduled to be held on 29th September, 2015.
7. The Board of Directors at their meeting have appointed Mr. Harsh Vijay Gor, Proprietor of H V Gor & Co, Practicing Company Secretaries as the scrutinizer for e-Voting to unblock the votes in favour

or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.

8. Vote once casted by the member cannot be changed/ altered.

**Process of E voting:**

1. The voting period begins on 26<sup>th</sup> September 2015, 09.A.M and ends on 28<sup>th</sup> September 2015, 05.P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22<sup>nd</sup> September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
4. Click on "Shareholders" tab.
5. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential

11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant Effingo Textile & Trading Limited on which you choose to vote.
13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
18. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)



**STATEMENT ANNEXED TO THE NOTICE**  
**(Pursuant to section 102 of the Companies Act, 2013)**

**ITEM NO.4**

Mr. Rakesh Kumar (DIN: 01973690) was appointed as Independent Director in the meeting of Board of Directors on 31<sup>st</sup> December 2014 for a period of five years, subject to approval of shareholders. The Nomination and Remuneration Committee has identified Mr. Rakesh Kumar (DIN: 01973690) as the qualified candidate for the post of Director and Independent Director and has recommended his appointment to the Board of Directors. The Board of Directors recommends to appoint Mr. Rakesh Kumar (DIN: 01973690) as the Director vide Item No. 4. Further, the Independent Director shall not be liable to retire by rotation.

The Board recommends the proposed resolution for your approval as an Ordinary resolution. Except Mr. Rakesh Kumar, no other director is interested in the resolution.

**ITEM NO.5**

Mr. Yogesh Kumar (DIN: 02774016) was appointed as Independent Director in the meeting of Board of Directors on 31<sup>st</sup> December, 2014 for a period of five years, subject to approval of shareholders. The Nomination and Remuneration Committee has identified Mr. Yogesh Kumar (DIN: 02774016) as the qualified candidate for the post of Independent Director and has recommended his appointment to the Board of Directors. The Board of Directors recommends to appoint Mr. Yogesh Kumar (DIN: 02774016) as the Independent Director. Further, the Independent Director shall not be liable to retire by rotation.

The Board recommends the proposed resolution for your approval as an Ordinary resolution. Except Mr. Yogesh Kumar, no other director is interested in the resolution.

**Registered Office:**  
**Office no.B-51,5<sup>th</sup> Flr,Gurudev Apt**  
**R.C.Marg,Chembur Naka,**  
**Chembur-400071.**  
**Dated :02<sup>nd</sup> September 2015**

**For Effingo Textile & Trading Ltd**  
**Sd/-**  
**Priya Rawal**  
**(Director)**

**DIRECTORS' REPORT****1. INTRODUCTION**

Your Directors are elated in presenting the 30<sup>th</sup> Annual Report of the Company along with the Audited Statement of Accounts for the year ended as on 31st March, 2015.

The Annual report presented to you pertains to financial year before April 2015 so the contents within are governed by the relevant provisions/schedules/rules of the Companies Act, 2013, in compliance with General Circular No. 08/2014 dated 4 April 2014 issued by the Ministry of Corporate Affairs.

**2. FINANCIAL RESULTS****(Amount in Rs)**

<b>Particulars</b>	<b>Current Financial Year (2014-2015)</b>	<b>Previous Financial Year (2013-2014)</b>
Profit/(Loss)Before Depreciation and Tax	53,56,828	6440010
Depreciation	3,566	-
Profit /(Loss) before Tax	53,53,263	6440010
Provision for Tax	16,97,112	20,00,000
Profit/ (loss) after Tax	36,56,150	44,40,010
Balance Brought forward	(9,72,028)	(5,552,371)
Add : Excess / ( short) Provision of Income Tax	(54698)	140133
Balance carried to Balance Sheet	26,29,224	(972228)

**3. BUSINESS OVERVIEW**

Due to adverse market situations, the profit of the Company has declined from Rs. 44,40,010 to Rs. 36,56,150 .The Company's policy of management has provided cushion effect to the adversities of the market on the performance of Company. The Board of Directors looks towards the future performance with a positive approach.

**4. DIVIDEND**

Your Directors feel that it is prudent to plough back the profits for future growth of the Company and with a view to conserve the resources, they do not recommend any dividend for the year ended 31st March, 2015.

**5. CORPORATE SOCIAL RESPONSIBILITY**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 are not applicable.