

EFFINGO TEXTILE & TRADING LIMITED

# Textile Industry



31<sup>st</sup> ANNUAL REPORT  
FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2016

# EFFINGO TEXTILE & TRADING LIMITED

## DIRECTORS:

Ms. Priya Raval  
Mr. Gaurav Bahety  
Mr. Rakesh Kumar  
Mr. Yogesh Kumar

## BANKERS:

AXIS BANK LTD

## AUDITORS:

M/S S.B.JAJOO & CO.

## REGISTERED OFFICE:

L-30/A "Dreams" The Mall,  
Gate No.2 L.B.S Marg,  
Near Bhandup Station,  
Bhandup (West) Mumbai-400078.

## 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 31<sup>st</sup> Annual General Meeting of the shareholders of the Company will be held on 30<sup>th</sup> September, 2016 at 10.00 AM at Registered Office no. L-30/A, Dreams The Mall Gate No. 2, L.B.S. Marg, Near Bhandup Station, Bhandup West, Mumbai -400078, India to transact the following business:

**ORDINARY BUSINESS:**

- 1 To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the Audited Profit and Loss Account of the Company for the period ended 31<sup>st</sup> March, 2016 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** Mr. Gaurav Bahety (DIN: 05167731), 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 appointment of M/s S.B.JAJOO & CO, Chartered Accountants, (Firm Reg No.125915W), who were appointed as the Statutory Auditors of the Company, to hold office from the conclusion of 29<sup>th</sup> Annual General Meeting till the conclusion of 33<sup>rd</sup> Annual General Meeting, be and is hereby ratified for the financial year 2016-17"

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

**Sd/-**

**Priya Rawal  
(Din:-05108446)  
(Managing Director)**

**Place: Mumbai  
Date: 31<sup>st</sup> August 2016**

**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 24<sup>th</sup> September 2016 to 30<sup>th</sup> September 2016 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 20th 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. Details of Directors seeking appointment / re-appointment:

<b>Name</b>	<b>Mr. Gaurav Bahety</b>
Age	26 years
Qualification	B.Com
Nature of Expertise	Account & Finance
No of years of Experience in the industry	5 years
Name of the Companies in which also holds Directorship	Nil
Name of the Companies in committees of which also holds Membership/ Chairmanship	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 27<sup>th</sup> September 2016, 09.A.M upto 29<sup>th</sup> September 2016, 05.P.M.
6. \*E-Voting shall be completed one days prior to the date of Annual General Meeting which is scheduled to be held on 30th September, 2016.
7. The Board of Directors at their meeting have appointed Mr. Harsh Vijay Gor, Partner 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 27<sup>th</sup> September 2016, 09.A.M and ends on 29<sup>th</sup> September 2016, 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 23<sup>rd</sup> September 2016 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>
Dividend Bank Details# OR Date of Birth DOB#	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</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. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

## 20. Note for non- Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

21. 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).

**Registered Office:**

**L-30/A "Dreams" The Mall,  
Gate No.2 L.B.S Marg,  
Near Bhandup Station,  
Bhandup (West) Mumbai-400078,**

**For Effingo Textile & Trading Ltd****Sd/-**

**Ms. Priya Rawal  
(DIN: 05108446)  
Managing Director**

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

Your Directors are elated in presenting the 31<sup>st</sup> Annual Report of the Company along with the Audited Statement of Accounts for the year ended as on 31st March, 2016.

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

<b>Particulars</b>	<b>Current Financial Year (2015-2016)</b>	<b>Previous Financial Year (2014-2015)</b>
Net Profit/(Loss)Before Depreciation and Tax	2,731,789	5,356,828
Depreciation	14,240	3,566
Profit /(Loss) before Tax	2,717,549	5,353,263
Provision for Tax	843,045	1,697,112
Profit/ (loss) after Tax	1,877,490	3,656,150
Balance Brought forward	2,629,224	(972,228)
Add : Excess / ( short) Provision of Income Tax	(10,871)	(54,698)
Balance carried to Balance Sheet	4,495,843	2,629,224

**3. BUSINESS OVERVIEW**

Due to adverse market situations, the profit of the Company has declined from Rs. 3,656,150 to Rs. 1,877,490 .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, 2016.

**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.

**6. STATUTORY AUDITORS**

M/s. S. B. Jajoo & Co, Chartered Accountants, Mumbai were appointed as the Statutory Auditors of the company at the 29th AGM held on 27th September 2014, for four consecutive years, subject to ratification at every Annual General Meeting. Accordingly, their appointment is proposed to be ratified in the ensuing AGM. They have given their eligibility & consent for the proposed ratification.



**7. SECRETARIAL AUDITORS**

M/s. H V Gor & Co, Practicing Company Secretaries have been appointed in the Board Meeting held on 27th May, 2016 as the Secretarial Auditor of the Company u/s 204 of the Companies Act, 2013 to conduct Secretarial Audit of the matters of the Company and report thereof. The Secretarial Auditor's Report has been annexed to the Board Report under Annexure IV.

**8. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

There was no qualification, reservation or adverse remark made by the Auditors in their report. The explanations made by the Board relating to the qualifications, reservations, adverse remarks made by the Practicing Company Secretary in his Secretarial Audit Report are furnished as under:

**Secretarial Auditor's comment:**

1. Pursuant to Section 203 (1)(b) & (c) of the Companies Act, 2013 read with Rule 8 and Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has failed to appoint a Company Secretary in whole time employment of the Company

**Explanation:**

1. The Company has been inviting the applications for the post of Company Secretary in whole time employment of the Company by issuing classifieds in the newspapers. However, the Company has failed to receive application from a suitable candidate for the aforementioned responsibilities.

**Secretarial Auditor's comment:**

2. Pursuant to Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, the Company has failed to appoint Internal Auditor for the Financial Year 2015-16

**Explanation:**

2. Although the appointment of Internal Auditor is mandatory, the Board of Directors of the Company are of the opinion that looking at the size of the company and its business operations, the Statutory Auditors appointed by the Company have devised proper systems for internal financial control and to ensure compliance with the provisions of all the applicable laws, and that such systems are adequate and are operating effectively.

**Secretarial Auditor's comment:**

3. The Company has filed certain intimations to the Stock Exchange under the Listing Agreement read with SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, related to Outcome of Board meetings after stipulated time period.

**Explanation:**

3. The Company has failed to submit the intimations and disclosures with the stock exchange within stipulated time frame due to inadvertent error. However, the Company has made sure that all the required disclosures and intimations has been delivered to the stock exchange.

**Secretarial Auditor's comment:**

4. The Shareholding Holding Pattern for the quarter ended December 31, 2015 as per Regulation 31(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, has been filed with the Stock Exchange beyond the stipulated time period.

**Explanation:**

4. The Company has failed to submit their shareholding Pattern with the stock exchange within stipulated time frame due to inadvertent error. However, the Company has made sure that all the required disclosures and intimations has been delivered to the stock exchange.

**Secretarial Auditor's comment:**

5. The Company is in process of updation of its website with documents required to be uploaded thereon as per the provisions of the Companies Act, 2013 and Listing Agreement read with SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

**Explanation:**

5. The website of the Company has not been updated due to technical reasons. However, the Company is in the process of updating the website.

**Secretarial Auditor's comment:**

6. The Company is not in compliance with Clause 41 (III)(b) of the Listing Agreement for the period 1st April, 2015 to 30th November, 2015 and Regulation 47 (1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the period 1st December, 2015 to 31st March, 2016, related to publication of Notice of Board Meeting in news paper.

**Explanation:**

6. The Company has failed to comply with the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to publication of notice of Board Meetings in news paper due to genuine oversight on the part of the Company. However, the Company has proposed to comply with the same from this financial year.

**Secretarial Auditor's comment:**

7. The Company is not in compliance with Clause 41(IV)(a) of the Listing Agreement for the period 1st April 2015 to 30th November, 2015 and Regulation 47(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the period 1st December, 2015 to 31st March, 2016, related publication of Financial Results in news paper.

**Explanation:**

7. The Company has failed to comply with the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to publication of Financial Results in newspaper due to genuine oversight on the part of the Company. However, the Company has proposed to comply with the same from this financial year.

**Secretarial Auditor's comment:**

8. The composition of the Nomination and Remuneration Committee is not as per the provisions of the Companies Act, 2013 and the Listing Agreement entered into with the Stock Exchange read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.