

EFFINGO TEXTILE & TRADING LIMITED



**32nd ANNUAL REPORT
FOR THE YEAR ENDED
31ST MARCH, 2017**

EFFINGO TEXTILE & TRADING LIMITED

DIRECTORS:

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

BANKERS:

AXIS BANK LTD

AUDITORS:

PRAJWAL POOJARI AND ASSOCIATES
Chartered Accountants

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 32nd Annual General Meeting of the shareholders of the Company will be held on 29th September, 2017 at 1.30 PM 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 31st March, 2017 and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2017 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 Mrs. 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 appoint M/s Prajwal Poojari and Associates, Chartered Accountants, as Auditors of the Company in place of M/s. S. B. Jajoo & Co, Chartered Accountants and fix their remuneration. In this regard consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 3 of the Companies (Audit and Auditors) Rules 2014, M/s Prajwal Poojari and Associates, Chartered Accountants in place of M/s. S. B. Jajoo & Co, Chartered Accountants who have expressed their unwillingness to get re-appointed. Appointment of M/s Prajwal Poojari and Associates been duly approved by the Audit Committee and the Board of Directors in their respective meetings held on 05th Sept, 2017 be and are hereby appointed as the Statutory Auditors of the Company who shall hold office from the conclusion of this meeting till the conclusion of 37th Annual General Meeting of the Company Subject to ratification by the members at every Annual General Meeting, on a remuneration as may be fixed by the Board of Directors of the Company in consultation with the Audit Committee.

"RESOLVED FURTHER THAT any of the directors of the Company be and is hereby severally authorized to file form ADT-1 with the Registrar of Companies within the prescribed time."

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

Sd/-

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

Place: Mumbai

Date: 05th September 2017

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 23rd September 2017 to 29th September 2017 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

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 holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.

Members holding shares in physical form are requested to consider converting their shareholdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar and Share Transfer Agent for assistance in this regard

Depositories for communication purpose, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by the permitted mode. Members may note that this Annual Report will also be available on the Company's website viz. www.effingotextileandtradingltd.com

To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants, in respect of shares held in physical/electronic mode, respectively.

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:

Name	Mrs.Priya Rawal
Age	45 Years
Qualification	Ph.D
Nature of Expertise	20 years
No of years of Experience in the industry	Marketing & Business Development
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 26th September 2017, 09.A.M upto 28th September 2017, 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 29th September, 2017.
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 26th September 2017, 09.A.M upto 28th September 2017, 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 22nd September 2017 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
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 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"> 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. 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.
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"> 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).

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. 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 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
 - 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 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 under help section or write an email to 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 32nd Annual Report of the Company along with the Audited Statement of Accounts for the year ended as on 31st March, 2017.

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

Particulars	Current Financial Year (2016-2017)	Previous Financial Year (2015-2016)
Net Profit/(Loss)Before Depreciation and Tax	21,89,983	2,731,789
Depreciation	3,473	14,240
Profit / (Loss) before Tax	21,86,510	2,717,549
Provision for Tax	6,76,566	843,045
Profit/ (loss) after Tax	15,09,854	1,877,490
Balance Brought forward	4,495,843	2,629,224
Add : Excess / (short) Provision of Income Tax	(2,56,501)	(10,871)
Balance carried to Balance Sheet	57,49,196	4,495,843

3. BUSINESS OVERVIEW

Due to adverse market situations, the profit of the Company has declined from Rs. 1,877,490 to Rs. 15,09,854 .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, 2017.

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, retire as the Statutory Auditors of the company at the conclusion of the ensuing Annual General Meeting. M/s. S. B. Jajoo & Co, Chartered Accountants, and Statutory Auditors of the Company have expressed their inability & unwillingness to accept the office in accordance with the provisions of Section 139 of the Companies Act, 2013. Accordingly, the Board of directors of the Company subject to the recommendation of the Audit Committee have proposed the appointment of M/s Prajwal Poojari and Associates, Chartered Accountants as Statutory Auditors of the Company, and who shall hold office from the conclusion of 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting (subject to ratification by the

members at every Annual General Meeting) and to fix their remuneration thereof. M/s Prajwal Poojari and Associates, Chartered Accountants have given their consent and eligibility to act as Statutory Auditors of the Company.

The board recommends the proposed resolution with respect to appointment of M/s Prajwal Poojari and Associates, Chartered Accountants, as Statutory Auditors of the Company for your approval as a Ordinary Resolution.

7. SECRETARIAL AUDITORS

M/s. H V Gor & Co, Practicing Company Secretaries have been appointed in the Board Meeting held on 29th May, 2017 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 and 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.
- 2) The Company has failed to submit the intimations and disclosures with the stock exchange within stipulated time frame due to inadvertent error. Further, the Company will make sure that all the required disclosures and intimations will be intimated to the stock exchange
- 3) The website of the Company has not been updated due to technical reasons. However, the Company is in the process of updating the website.
- 4) The Company has failed to comply with the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to genuine oversight on the part of the Company. However, the Company has proposed to comply with the same.
- 5) The Company has failed to comply with 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.

9. DIRECTORS

There was no change in the Board of Directors of the Company during the financial year under review.

10. DECLARATION BY THE INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

11. BOARD MEETINGS

During the financial year under review, the Board of Directors met Five times.

1)27.05.2016, 2) 12.08.2016, 3) 31.08.2016, 4) 08.11.2016, 5)13.02.2017

12. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

13. INFORMATION PURSUANT TO RULE 5 (2) OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

14. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has duly set up an Internal Complaints Committee (ICC) in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed off during the year 2016-17.

No of complaints received: Nil

No of complaints disposed off: Nil

15. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (3) (c) read with Section 134 (5) of the Companies Act, 2013, your Directors state that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed with proper explanation relating to material departures, if any;
- b. They have, in the selection of the accounting policies, consulted the Statutory Auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of its profit for the year ended on that date;
- c. They have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and