
ANNUAL REPORT
2020-21



KAPASHI COMMERCIAL
LIMITED

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CHAIRMAN'S MESSAGE

Dear Shareholders,

We all passed through a very troubled year 2020-21 which has impacted us and also changed our approach towards life. We all has never gone through such unprecedented and difficult time which we have not recovered from completely. The frontline healthcare staff has done excellent efforts to save the precious life of human on the risk of their own safety and so I feel that our society will always cherish their efforts and hereby like to be very thankful for their utmost dedication and heroic efforts for providing the essential service to the nation.

The present pandemic has also affected negatively the economy worldwide and especially of India. But, I also want to put a note that people of our great nation are hardworking and courageous and their approach will soon bring economy of our nation on positive track. I would like to draw your attention towards the fact that Our Company is engaged in trading and dealing in all kinds of Commodities Materials and the fluctuation of price caused adverse impact on the profitability of the Company.

I would also take this opportunity to inform you that apart from increasing the capacity of the present line of business, your Company is also in process of expanding new line of activity will improve the performance of the Company.

Your Company will continue to explore the available opportunity to improve its market position and also of its financial performance.

I, Once again like to convey that we all should follow the necessary guidelines and protocol to save ourselves and our family from this Covid-19 and wish you all very safe days ahead.

On behalf of the Board, I would like to thank all our stakeholders including shareholders, investors, bankers, creditors and employees for their continued support. I would like to express my sincere gratitude to all the members of our Board for their continued insights and invaluable guidance as we explore new opportunities and move ahead with confidence.

SHWETA SAMIR SHAH
CHAIRMAN AND MANAGING DIRECTOR
DIN: 03082967

OUR MANAGEMENT TEAM

SHWETA SAMIR SHAH

CHAIRMAN AND MANAGING DIRECTOR

PROMOTER AND EXECUTIVE DIRECTOR

SAGAR SAMIR SHAH

WHOLE-TIME DIRECTOR

PROMOTER AND EXECUTIVE DIRECTOR

(WITH EFFECT FROM 14TH JUNE, 2021)

MUNJAL MAHENDRABHAI PATEL

DIRECTOR

NON EXECUTIVE DIRECTOR

JAYESH RASIKLAL SHAH

INDEPENDENT

NON EXECUTIVE DIRECTOR

MANISH INDRAVADAN MEHTA

INDEPENDENT

NON EXECUTIVE DIRECTOR

VIPUL SHIRISH SHETH

INDEPENDENT

NON EXECUTIVE DIRECTOR

(WITH EFFECT FROM 7TH AUGUST, 2021)

PINAJ JAIN

COMPANY SECRETARY & COMPLIANCE OFFICER

VIRAJ SHAH

CHIEF FININCIAL OFFICER

OUR COMMITTEES

AUDIT COMMITTEE

Mr. Manish Mehta	Chairperson
Mr. Sagar Shah	Member
Mr. Vipul Sheth	Member

NOMINATION AND REMUNERATION COMMITTEE:

Mr. Vipul Sheth	Chairperson
Munjal Patel	Member
Mr. Manish Mehta	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Manish Mehta	Chairperson
Mr. Sagar Shah	Member
Jayeshkumar R. Shah	Member

OTHER CORPORATE INFORMATION

OUR AUDITORS

M/s. Ashit N. Shah & Co.
Chartered Accountants

OUR SECRETARIAL AUDITOR

M/s. Khandelwal Devesh & Associates
Company Secretaries

OUR REGISTRAR AND SHARE TRANSFER AGENT

Purva Sharegistry (India) Pvt. Ltd.,
9, Shiv Shakti Industrial Estate,
J. R. Boricha Marg, Opp. Kasturba Hospital,
Lower Parel (East), Mumbai -400 011.

OUR REGISTERED OFFICE

206, S.F. Ashirwad Paras 1,
Near Kanti Bharwad PMT,
Opposite Andaz Party Plot,
Makarba, Ahmedabad-380051, Gujarat

OUR BANKERS

STATE BANK OF INDIA

CORPORATE IDENTIFICATION NUMBER

L51900GJ1985PLC110976

EMAIL

kapashicommercial1985@gmail.com

E-VOTING AGENCY

Central Depository Services (India) Limited
E-mail:helpdesk.evoting@cdslindia.com
Phone: 022- 22723333/ 8588

SCRUTINIZER

CS Devesh Khandelwal
Practicing Company Secretary
(FCS: 6897 and COP: 4202)
E-mail :devesh@csdevesh.com

NOTICE

NOTICE is hereby given that the **36th Annual General Meeting** of the Members of **KAPASHI COMMERCIAL LIMITED** will be held on Thursday, **23rd September, 2021** at **2.00 P.M. through Video Conferencing / Other Audio-Visual to transact the following business:**

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2021, Statement of Profits & Loss together with Cash Flow Statement and Notes forming part thereto ("Financial Statements") for the year ended on 31st March, 2021 and Report of the Board of Directors and Auditors thereon
2. To appoint a Director in place of Mr. Munjal Mahendrabhai Patel (DIN: 02319308) Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **APPOINTMENT OF MR. SAGAR SAMIR SHAH (DIN: 03082957) AS A WHOLE-TIME DIRECTOR OF THE COMPANY:**

To, consider and, if thought fit, to give your assent/dissent the pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to Section 188, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being), approval of the members of the Company, be and is hereby accorded to appoint Mr. Sagar Samir Shah (DIN: 03082957) as Whole-Time Director of the Company who shall be liable to retire by rotation for a period of 3 (Three) years w.e.f 14th June, 2021, on the terms and conditions as detailed in the explanatory statement attached herewith."

RESOLVED FURTHER THAT the remuneration payable to Mr. Sagar Samir Shah (DIN: 03082957), shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V and Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT any of the Board of directors, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

4. **APPOINTMENT OF MR. VIPUL SHIRISH SHETH (DIN: 01644188) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To, consider and, if thought fit, to give your assent/dissent the pass the following resolution as an **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under and Schedule IV to the said Act, Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vipul Shirish Sheth (DIN: 01644188) who was appointed as an Additional Director of the Company under the category of Independent director with effect from 7th August, 2021 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years i.e. from 7th August, 2021 to 6th August, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

Registered Office

206, S.F. ashirwad Paras 1
Near Kanti Bharwad PMT
Opposite Andaz party Plot,
Makarba, Ahmedabad
Gujarat 380051

Place: Ahmedabad
Dated: 07/08/2021

By order of Board of Directors
KAPASHI COMMERCIAL LIMITED

Sd/-
Shweta Samir Shah
Chairman & Managing Director
DIN: 03082967

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 36th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 19 and available at the Company's website www.kapashiccommercial.com.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
6. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at www.kapashiccommercial.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.
10. The helpline number regarding any query / assistance for participation in the AGM through VC/ OAVM is 1800225533
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. Information regarding appointment/re-appointment of Directors and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business and/ or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 set out in the Notice is annexed hereto.
13. The Register of members and share transfer books of the Company will remain closed from Friday, 17th September, 2021 to Thursday, 23rd September, 2021 (both days inclusive) for the purpose of Annual General Meeting.

14. Members seeking any information with regard to accounts are requested to write to the Company at least 7 days before the meeting so as to enable the management to keep the information ready.
15. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
16. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. The Members who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 - (a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to kapashicommercial1985@gmail.com.
 - (b) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to kapashicommercial1985@gmail.com.
19. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:
 - i. The voting period begins on Monday, 20th September, 2021 9.00 a.m. to Wednesday, 22nd September, 2021 at 5.00 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 Thursday, 16th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
 - iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
 - iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/KARVY/ LINK INTIME as per information provided by Issuer/ Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https:// eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg. jpg. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL