

KAPIL COTEX LTD
BALANCE SHEET & STATEMENT OF ACCOUNT
FOR THE YEAR ENDEND ON 31ST MARCH 2001.



KAPIL COTEX LIMITED

NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of the Company will be held at 354, Kalbadevi Road, Kalyan Bhuvan, Mumbai- 400002 on Saturday, September 29, 2001 at 11 a.m. to transact the following business:

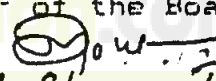
1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2001 and Profit & Loss Account for the year ended on that date and Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Shri Kailash Singhania who retires by rotation and he is eligible for re-appointment.
3. To appoint a Director in place of Shri Radhesham Bagri who retires by rotation and he is eligible for re-appointment.
4. To appoint Auditors and fix their remuneration.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 26, 2001 to Saturday, September 29, 2001 (both days inclusive).
3. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.

Mumbai
September 01, 2001

By Order of the Board,


Radheshyam Bagri
Director.

Regd. Off.:

354, Kalbadevi Road,
Kalyan Bhuvan, Mumbai- 400002.

CERTIFIED TRUE COPY

For Kapil Cotex Limited.


Radheshyam Bagri
Director.

KAPIL COTEX LIMITED

DIRECTORS' REPORT TO THE MEMBERS

Regd. Off.: 354, Kalbadevi Road, Kalyan Bhuvan, Mumbai- 400002.

Your Directors present before you the Seventeenth Annual Report and the Audited Accounts of the Company for the year ended 31st March, 2001.

Financial Results:

The financial results of the Company are summarised as under :

Rs. in Lakhs

	Year 2000-01 -----	Year 1999-00 -----
Sales and other Income	24.54 =====	34.49 =====
Profit before Depreciation	2.58	2.66
Less: Depreciation	0.24	0.39
Profit before Tax	2.34	2.27
Less: Provision for tax	0.95	0.85
Profit after tax	1.39	1.42
Add: Balance B/F from last year	7.29	5.87
	8.68	7.29
Income-tax adjustment of earlier year (0.09)	(0.09)	(0.05)
Balance transferred to Balance Sheet	8.59 =====	7.24 =====

Information under Section 217 (d)(e) of the Companies Act, 1956:

Measures are being taken to conserve the electrical energy at all levels.

The Company does not use any technology for its existing business

There was no foreign exchange earning or outgo during the year under report.

Listing :

The Equity shares of the company are listed on the Mumbai Stock Exchange and the company has paid the Annual Listing Fees to the Exchange for the year 2000-01.

Directors:

Shri Kailisha Singhania and Shri Radhesham Bagri, Directors of the Company would retire by rotation at the forthcoming Annual General Meeting and are eligible for re-appointment.

Employees:

The Company does not have any employee whose particulars are required to be given pursuant to the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

CERTIFIED TRUE COPY
For Kapil Cotex Limited.

Radheshyam Bagri
Director

Directors' Responsibility Statement :

Your Directors confirm that :

- (i) In preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- (ii) The directors had selected such accounting policies and 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 the company at the end of the financial year and of profit or loss of the company for that period.
- (iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) The directors had prepared and annual accounts on a going concern basis.

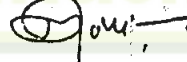
Compliance Certificate

Secretarial Compliance certificate of the Secretary in whole time practice in respect of the financial year ended on March 31, 2001 under section 383A of the Companies Act, 1956 is attached hereto.

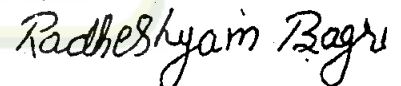
Auditors:

M/s M.S. Vyas & Associates, Chartered Accountants, Auditors of the Company would retire at the forthcoming Annual General Meeting and they are willing to be re-appointed.

For and on behalf of the Board,



Director

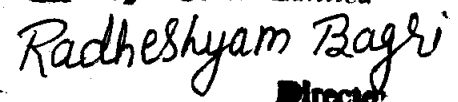


Director

Mumbai,
September 01, 2001.

CERTIFIED TRUE COPY

 **Rajil Cotex Limited**



Director

P. K. SHAH & ASSOCIATES
COMPANY SECRETARIES

Office :

A-60, Azad Nagar,
Veera Desai Road, Andheri (W)
Mumbai - 400 053.
Tel. : 6358597/98
Email : paresha_law@yahoo.com

Registration No. 11- 31114

Authorised Capital : 25,00,000/-

Compliance Certificate

To,

The Members

KAPIL COTEX LIMITED

354, Kalbadevi Road, Kalyan Bhavan,
IInd Floor, Mumbai - 400 002.

We have examined the registers, records, books and papers of Kapil Cotex Limited as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2001. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company being a public limited company, comments that a Private Limited Company has minimum prescribed capital, maximum number of members, invitation to public to subscribe for shares and acceptance of deposits from persons other than its members, directors or their relatives, are not required.
4. The Board of Directors duly met 5 (Five) times on 29.04.2000, 29.07.2000, 30.08.2000, 29.01.2001 and on 29.01.2001 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. (No circular resolution was passed.)
5. The Company closed its Register of Members from 26.09.2000 to 29.09.2000 and necessary compliance of section 154 of the Act has been made.

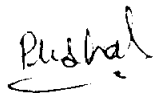
6. The annual general meeting for the financial year ended on 31st March, 2000 was held on 29.09.2000 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. The Company has not advanced any loan to its Directors and/or persons or firms or companies referred to in the Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company was not required to make any entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the company has not obtained any approvals from the Board of Directors, members or the previous approval of the Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13.
 - (i) There was no allotment / transfer / transmission of securities during the financial year.
 - (ii) The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - (iii) The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year. There were no unpaid dividends in the Company.
 - (iv) There are no unpaid dividends, application money due for refund, matured deposits, matured debentures or the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years.
 - (v) (v) 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. There was no appointment of directors, additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director /Whole-time Director /Manager during the financial year.

16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such other authorities prescribed under the various provisions of the 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 thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The amount borrowed by the Company from directors, members, public, financial institutions, banks and others during the financial year ending 31 03 2001 are within the borrowing limits of the company and that necessary resolutions as per section 293(1)(d) of the Act have been passed in duly convened annual/extraordinary general meeting.
25. The company has made loans in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.

30. The Company has not altered its Articles of Association during the year under scrutiny.
31. There was/were 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. The Company has not received any money as security from its employees during the financial year.
33. The Company has not deducted any contribution towards Provident Fund during the financial year.

For P. K. Shah & Associates

Place Mumbai

Signature : 

Date : 1st September, 2001

Name of Company Secretary : Paresha Shah

C. P. No. : 4038

