

KAPIL COTEX LIMITED

32nd ANNUAL REPORT

2014-2015

REGISTERED OFFICE ADDRESS

276, DREAMS MALL,

L. B. S. MARG,

BHANDUP (WEST),

MUMBAI - 400078

32ND ANNUAL REPORT

2014-2015

KAPIL COTEX LIMITED

REGD. OFFICE: 276, DREAMS MALL, L. B. S. MARG, NEAR BHANDUP RAILWAY STATION, BHANDUP (WEST), MUMBAI - 400078

CIN: L17100MH1983PLC031114

Tel No: 91-(22)- 21660432

Email ID: kapilcotexlimited@yahoo.co.in

BOARD OF DIRECTORS:

Mr. PRAKASHCHANDRA RATHI (DIN-01393087)	:	Director
Ms. PoonamRathi (DIN- 01274428)	:	Director
YOGESH NANDLAL CHANDAK (DIN-01274080)	:	Director
Mr. ELLATH KANDY SURENDRAN (DIN 01077554)	:	Independent Non-Executive Director
PANKTI CHETAN BHANSALI (DIN-02883120)	:	Independent Non-Executive Director (From 31 st March, 2015)
RAKESH RAMSWAROOP SOMANI (DIN 02554166)	:	Independent Non-Executive Director (Upto 01 st April, 2015)
JagdishManoharMantri (DIN 02632596)	:	Independent Non-Executive Director (Upto 01 st April, 2015)

BANKERS:

Federal Bank Ltd.
Rajgir Chambers,
OppSwani Narayan Mandir
Dadar (East),
Mumbai

AUDITORS:

G. S. Toshniwal&Associates.,
Chartered Accountants
308. 3rd Floor, ShardaSadan,,
11, S. A. Brelvi Road,
OppFirestation, Fort, Mumbai – 400001

REGISTRAR & SHARE TRANSFER AGENT:SECRETARIAL AUDITORS:

Satellite Corporate Services Private Limited NimeshPadia& Associates
Tel: - 022-28520461 Fax: - 022-28511809D/46, 1st Floor, Plot No.208, Sector-2,
Email id: service@satellitecorporate.com Charkop,Kandivali (W), Mumbai – 400067
Website:-www. satellitecorporate.com

LISTING OF EQUITY SHARES:

BSE Limited

NOTICE

NOTICE is hereby given that **32ND ANNUAL GENERAL MEETING** of the members of **KAPIL COTEX LIMITED** will be held on Wednesday the 30th September, 2015 at 11.30am at the Registered Office of the Company to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2015, and report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Poonam Rathi. (Din No. 01274428), who retires by rotation, and being eligible offers herself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, and to fix their remuneration.

“RESOLVED THAT M/s. G. S. Toshniwal Chartered Accountants, Mumbai (Firm Registration No. 116867W) the retiring Statutory Auditors of the Company, be and is hereby reappointed as the Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting, on a remuneration (including terms of payment) to be fixed by the Board of Directors / Audit Committee of the Company.”

Special Business

4. RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement (to the extent applicable), Ms. Pankti Bhansali (DIN 02883120), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st March, 2015, in terms of Section 161(1) of the Act and Article 127 of the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 30th March, 2020.”

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE FORM OF PROXY FOR THE ANNUAL GENERAL MEETING IS ENCLOSED. PROXY IN ORDER TO BE VALID MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING
2. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. A relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business to be transacted at the Meeting is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from the Monday 28th September, 2015 to Wednesday 30th September, 2015 (both days inclusive)
5. Company has not provide Voting through Electronic mode and hence facilities of Ballot Papers are being provided alongwith Annual Report.
6. Members are requested to notify immediately any change in their address to the Company alongwith any change in their bank details already registered with the company.

BY ORDER OF THE BOARD

Prakash Rathi
Director
Din: 01393087

EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

As required by Section 102 of the Companies Act, 2013("Act") the following explanatory statement sets out all material facts relating to the businesses mentioned under Item No. 4 of the accompanying Notice:

Item No. 4

The Board of Directors at their meeting held on 30th March, 2015, , appointed Ms.Pankti Bhansali as an Additional Director under Section 161(1) of the Companies Act, 2013 and as an Independent Non-executive Director of the Company for five consecutive years under Section 149 of the Companies Act, 2013 with effect from 31st March, 2015. The Company has received from aforesaid Director - (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he / she is not disqualified under subsection (2) of Section 164 of the Act. Her appointment is subject to the approval of the shareholders. The Company has received a notice from a member proposing Ms. Pankti Bhansali as a candidate for the office of Director of the Company, Ms. Pankti Bhansali is also a member of the Audit Committee; Stakeholders Relationship Committee; and Nomination and Remuneration Committee of the Board of Directors of the Company.

A brief resume of Ms. Pankti Bhansali, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors are provided elsewhere in the Notice.

The Board of Directors of your Company accordingly recommends the Resolutions as set out in Item No.4 of the accompanying Notice for the approval of members of the Company as an Ordinary Resolutions

BY ORDER OF THE BOARD

Sd/-

Prakash Rathi

DIRECTOR

DIN NO: 01393087

DATE: 31ST May, 2015

PLACE: Mumbai

Details of the Directors proposed to be appointed at the AGM Scheduled to be held on September 30, 2015, (Pursuant to Clause 49 (VIII)(E) of the Listing Agreement) is given below:

Name of Director	Ms. Poonam Rathi	Ms. Pankti Bhansali
Qualification	B. Com	B. Com & C.A.
Expertise in specific functional areas	Day to Day Affairs of the Company, Taxation & Accounting	Audit & Taxation
Date of appointment on the Board of the Company	14/02/2005	31/03/2015
Details of Shares held in the Company as on 31.03.2015	207061	25000
List of Companies in which outside Directorships held as on 31.03.2015	SPRINGFIELD EXIM PRIVATE LIMITED	C-TRADE ADVISORS AND FINANCIAL SERVICES PRIVATE LIMITED
Chairman / Member of the Committees of other Companies on which he / she is a Director as on 31.03.2015	N.A.	Remuneration Committee Audit Committee
Category	Promoter	Independent
Relationship with other Directors	Wife of Mr. Prakash Rathi	N.A.

DIRECTORS' REPORT 2014-2015

To,
The Members,
Kapil Cotex Limited

The Directors have pleasure in submitting their 32th ANNUAL REPORT along with the Audited Balance Sheet and Profit & Loss Account for the year ended 31st March, 2015.

FINANCIAL RESULTS

	Current Year ended 31.03.2015 (Rs.)	Previous Year ended 31.03.2014 (Rs.)
Income		
Revenue from operations	0	0
Other Income	7,21,038	5,97,640
Total Revenue	7,21,038	5,97,640
<u>Less : Total Expenses (Excluding Depreciation)</u>	4,01,043	2,52,101
Profit Before Depreciation & Taxation	3,19,995	3,45,539
# (-) Depreciation	55,290	83,722
Profit Before Taxation	264,705	2,61,817
(-) Provision for Taxation		
(i) Current Tax	20,800	14,000
(ii) Deferred Tax	4,251	8,036
(iii) Income Tax Provision earlier year	14,000	15,612
Profit for the year	2,53,654	2,55,393

OPERATIONAL REVIEW:

Gross revenues for the year ended 31st March, 2015 is Rs. 7,21,038/-, as against Rs. 5,97,640/- in the previous year. Profit before depreciation and taxation is Rs. 3,19,995/- as against Rs. 3,45,539/- in the previous year. The net profit of the Company for the year under review was placed is Rs. 2,53,654/- as against Rs. 2,55,393/- in the previous year.

DIVIDEND

However with the view to conserve the resources of company the directors are not recommending any dividend.

SHARE CAPITAL

The paid up equity capital as on March 31, 2015 was Rs.1,04,00,000/-. During the year under review, the Company has not issued any shares.

MATERIAL CHANGES AND COMMITMENTS

There have not been any material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company as on March 31, 2015 and the date of this report i.e. May 31, 2015.

GENERAL

During the financial year 2014-15, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 and rules made there under.

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

The Company has in place policy as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, company has no women employees during the year.

DIRECTOR & KMP

Ms. Poonam Rathi retires by rotation and, being eligible, offers herself for re-appointment. The Directors recommend Ms. Poonam Rathi for re-appointment.

There has three Change in the constitution of Board during the year Ms. Pankti Chetan Bhansali Appointed as additional director in the Company and Mr. Rakesh Somani & Mr. Jagdish Mantri has resigned from the directorship.

DECLARATION OF 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.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit,

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have 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 have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary.

Meetings

A calendar of Meetings is prepared and circulated in advance to the Directors.

During the year Five Board Meetings were convened and held and the intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

SN	Date of Meeting	Board Strength	No. of Directors Present
1.	31/05/2014	6	4
2.	14/08/2014	6	4
3.	03/11/2014	6	4
4.	03/02/2015	6	4
5.	30/03/2015	6	4

RELATED PARTY TRANSACTIONS:

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The detail of the investments made by company is given in the notes to the financial statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Accounts Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies.

Based on the report of internal audit function, corrective action is taken and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee has been constituted as per the section 178(1) of the Companies Act, 2013.

AUDIT COMMITTEE

The Company's Audit Committee has been constituted as per section 177 of the Companies Act, 2013.