

KAPIL COTEX LTD

CIN : L17100MH1983PLC031114

36TH ANNUAL REPORT

2018-2019

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KAPIL COTEX LIMITED

REGD. OFFICE: UG- 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	:	Chairman & CFO (w.e.f. 12.06.2019)
Mrs. POONAM RATHI (DIN- 01274428)	:	Managing Director (w.e.f. 19.07.2019)
YOGESH CHANDAK (DIN- 01274080)	:	Director
PANKTI BHANSALI (DIN- 02883120)	:	Non Independent Non-Executive
RAKESH SOMANI (DIN 02554166)	:	Independent Non-Executive Director
JAGDISH MANTRI (DIN 02632596)	:	Independent Non-Executive Director
SWATI MAHESHWARI	:	Company Secretary

BANKERS:

Federal Bank
Opp Swani Narayan Mandir,
Dadar (East),
Mumbai

AUDITORS:

R K Somani & Associates.,
Chartered Accountants
B-103, Jainam Arcade,
B.T.Mills Compound,
Near SBI, L B S Marg,
Bhandup (west), Mumbai - 400078

SECRETARIAL AUDITORS:

Deepak Rane

REGISTRAR & SHARE TRANSFER AGENT:

Address: Unit. No 49, Building No. 13 AB, 2nd Floor,
Samhita Commercial Co-Op Society Ltd,
Off Andheri Kurla Rd, MTNL Lane,
Sakinaka, Mumbai-400072.
Telephone: +91-22-28520461/462
Fax: +91-22-2851 1809
E-mail : service@satellitecorporate.com

LISTING OF EQUITY SHARES:

BSE Limited

NOTICE

NOTICE is hereby given that **36TH ANNUAL GENERAL MEETING** of the members of **KAPIL COTEX LIMITED** will be held on Saturday the 28th September, 2019 at 4.00 p.m. at the Registered Office of the Company at, Dreams Mall, L. B. S. Marg, Near Bhandup Railway Station, Bhandup (W), Mumbai - 400 078 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, 2019, and report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Poonam Rath (Din No. 01274428), who retires by rotation, and being eligible offers herself for re-appointment.

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. The Register of Members and Share Transfer Books of the Company will remain closed from the Friday 20th September, 2019 to Saturday 28th September, 2019 (both days inclusive)
4. 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.

5. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM) may also attend the AGM) but shall not be entitled to cast their vote again.

- IV. The remote e-voting period commences on 25th September, 2019 (10:00 am) and ends on 27th September, 2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Open email and open PDF file viz, "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Kapil Cotex Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to office@mishraandassociates.in with a copy marked to evoting@nsdl.co.in.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2019.

- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or service@satellitecorporate.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. *Deepak Rane*, Practicing Company Secretaries, (Membership No. ACS 24110) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Kapil Cotex Limited and on the website of BSE immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Registered Office
UG-276, Dreams Mall,
L. B. S. Marg,
Near Bhandup Railway Station,
Bhandup (W), Mumbai - 400 078
Date: 30/05/2019

BY ORDER OF THE BOARD

Prakash Rathi
Director
Din: 01393087
17/A, RADHA KRISHANA, MINI
LAND, TANK ROAD, NEAR
SHIVAJI TALAO, BHANDUP WEST
MUMBAI 400078.

ADDENDUM TO THE NOTICE OF 36th ANNUAL GENERAL MEETING OF KAPIL COTEX LIMITED

Pursuant to Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 Notice is hereby given that the Company has received a Notice u/s 160 of the Companies Act, 2013 in writing from a Member signifying his intention to propose appointment of Mr. Prakash Chandra Rathi as a Chief Financial Officer (CFO) & appointment of Mrs. Poonam Rathi as a Managing Director in the ensuing Annual General Meeting of the Company scheduled to be held on 28th September, 2019 at 04:00 PM at the Registered Office of the Company at 276, Dream Malls, L B S Marg, Bhandup (W), Mumbai - 400078.

Accordingly, the Company proposes to pass the following Resolutions alongwith other items mentioned in the Notice at the Annual General Meeting as part of the Special Business of the AGM, in the form of an Ordinary Resolution as set out below :

ITEM NO 3 APPOINTMENT OF MR. PRAKASH CHANDRA RATHI AS A CHIEF FINANCIAL OFFICER (CFO)

To consider and, if though fit, to pass with or without modification, the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 including any statutory modifications or re-enactments thereof and subject to such consents and approvals from any authorities, as may be necessary, from time to time, the company hereby approves the appointment of and remuneration payable to Mr. Prakash Chandra Rathi (DIN: 05325926) as CFO (Key Managerial Personnel) of the Company, for a period of three (3) years with effect from June 12, 2019 as per the terms and conditions as stated in the explanatory statement to this resolution, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee which the Board may constitute to exercise powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of appointment and/ or remuneration as may be agreed to between the Board and Mr. Prakash Chandra Rathi, subject to the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the remuneration as stated in the explanatory statement to this resolution, shall be paid and allowed as minimum remuneration to Mr. Prakash Chandra Rathi during the currency of his tenure as Director-Finance, notwithstanding the absence or inadequacy of profits in any financial year.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO 4. APPOINTMENT OF MRS. POONAM RATHI AS A MANAGING DIRECTOR

To consider, and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments, enactment or re-enactment thereof for the time being in force) the approval of the members of the Company be and is hereby accorded for appointment of Mrs. Poonam Rathi (DIN: 01274428) as Managing Director for a period of 5 years with effect from July 19, 2019 and payment of remuneration as detailed in the explanatory statement annexed hereto from time to time.

"RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution."

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

As per the provision of Companies Act, 2013 and the rules made there under, it has become necessary for the Company to appoint Chief Financial Officer (CFO) in order to comply with the provision of the Companies Act, 2013.

As per the provision of the Companies Act, 2013, there shall be atleast one CFO in the Company. Therefore, the Board recommends to appoint Mr. Praksh Rathi as the CFO in the Company.

The Terms and conditions for her appointment are as follows:

1 Remuneration : Nil

2 Period of Appointment : 3 years

No Director, Key Managerial Personnel of his relative, except Mr. Prakash Rathi and Mrs. Poonam Rathi is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

ITEM NO. 4

The Board of Directors (based on the nomination & remuneration Committee) has appointed Mrs. Poonam Rathi as the Managing Director w.e.f. July 19, 2019.

Prior to her appointment as Managing Director, Mrs. Poonam Rathi was holding position of Promoter Director of the Company.

The Company has received from Mrs. Poonam Rathi (i) Consent to act as Managing Director (ii) Intimation in Form Dir-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub section 2 of the section 164 of the Companies Act, 2013.

The Terms and conditions for her appointment are as follows:

1 Remuneration : Nil

2 Period of Appointment : 5 years

3 Mrs. Poonam Rathi shall perform such duties as shall from time to time entrusted by her by the Board of Directors, subject to the superintendence, guidance & Control of Board of Directors.

The resolution seek approval of members in terms of Section 196 and 197 read with schedule V and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment(s), thereof for the time being in force) for the appointment of Mrs. Poonam Rathi as the Managing Director till July 18, 2024.

No Director, Key Managerial Personnel of his relative, except Mr. Prakash Rathi and Mrs. Poonam Rathi is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

BY ORDER OF THE BOARD

Prakash Rathi
Director
Din: 01393087
17/A, RADHA KRISHANA,
MINI LAND, TANK ROAD,
NEAR SHIVAJI TALAO,
BHANDUP WEST MUMBAI 400078

PLACE: Mumbai
Date: 28/08/2019

DIRECTORS' REPORT 2018-2019

To,
The Members,
Kapil Cotex Limited

The Directors have pleasure in submitting their 36th ANNUAL REPORT along with the Audited Balance Sheet and Profit & Loss Account for the year ended 31st March, 2019

FINANCIAL RESULTS

	Current Year ended 31.03.2019 (Rs.)	Current Year ended 31.03.2018 (Rs.)
Income		
Revenue from operations	0	0
Other Income	3,66,268	6,45,891
Total Revenue	3,66,268	6,45,891
Less : Total Expenses (Excluding Depreciation)	6,03,697	6,24,512
Profit/(Loss) Before Depreciation & Taxation	(237,429)	21,379
# (-) Depreciation	42,649	56,491
Profit/(Loss) Before Taxation & Extra-Ordinary Items	(2,80,078)	(35,112)
Less: Extra Ordinary Items	0	0
Profit/(Loss) Before Taxation	(2,80,078)	(35,112)
(-) Provision for Taxation	0	
(i) Current Tax		0
(ii) Deferred Tax	0	6,606
(iii) Income Tax Provision earlier year	3,726	0
Profit/(Loss) for the year	(2,83,804)	(41,718)

OPERATIONAL REVIEW:

Total revenues for the year ended 31st March, 2019 is Rs. 3, 66,268/-, as against Rs. 6,45,891/- in the previous year. Profit/(Loss) before depreciation and taxation is (Rs. 2,37,429/-) as against Rs. 21,379/- in the previous year. The net profit/(Loss) of the Company for the year under review was placed is (Rs.2,83,804/-) as against Loss (Rs. 41,718/-) in the previous year.

DIVIDEND

In view of loss incurred by the company, the directors are not recommending any dividend.

SHARE CAPITAL

The paid up equity capital as on March 31, 2019 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, 2019 and the date of this report i.e. May 30, 2019.

GENERAL

During the financial year 2018-19, 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

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

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
1.	30/05/2018
2.	11/08/2018
3.	13/11/2018
4.	11/02/2019
5.	26/03/2019

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.