

KAPIL COTEX LIMITED
Cin No. L17100MH1983PLC031114
UG-276, DREAMS MALL, L. B. S. MARG, NEAR BHANDUP RAILWAY
STATION, BHANDUP (WEST), MUMBAI - 400078
Email id : kapilcotexlimited@yahoo.co.in Telephone No. 022-21660432
Website: www.kapilcotexlimited

Date: 10th September, 2019

To.
The Secretary/ Corporate Relation Dept.
The Bombay Stock Exchange Limite.
P J Towers,
Dalal Street,
Fort, Mumbai -400001.

Script Code: 512036

Dear Sir/Madam

Sub: Submission of Annual Report 2018-19

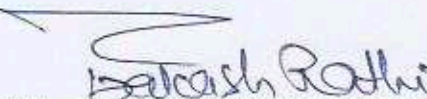
Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we enclosed herewith the Annual Report 2018-19.

Kindly take above on record and acknowledge receipt of the same.

Thanking You,

Yours Faithfully.
FOR KAPIL COTEX LTD


Mr. PRAKASHCHANDRA RATHI
Director
Din No. 01393087
17/A, RADHA KRISHANA, MINI LAND,
TANK ROAD, NEAR SHIVAJI TALAO,
BHANDUP WEST MUMBAI - 400078

KAPIL COTEX LTD

CIN : L17100MH1983PLC031114

36TH ANNUAL REPORT

2018-2019

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2018-2019

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 Rathi (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.nsd.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.nsd.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 (Rs2,83,804/-) 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.

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 & 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. Four meetings of the Audit Committee were held during the financial year 2018-19.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Company's Stakeholders Relationship Committee has been constituted as per section 177 of the Companies Act, 2013. Four meetings of the Stakeholders Relationship Committee were held during the financial year 2018-19.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any.

The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

BUSINESS RISK MANAGEMENT:

Pursuant to section 134 (3) (n) of the Companies Act, 2013 the company has constituted a business risk management committee. The details of the committee and its terms of reference are set out in the corporate governance report forming part of the Boards report.

At present the company has not identified any element of risk which may threaten the existence of the company.

AUDITORS & REPORT THEREON

The Auditors Report does not contain any qualification, reservation or adverse remark on the financial statements for the year ended March 31, 2019. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

In accordance with Sec 139 of the Companies Act, 2013, M/s. R. K. Somani & Associates, Chartered Accountants (ICAI Firm Registration No. 118666W), were appointed by the shareholders of the Company at the Annual General Meeting held on September 29, 2017, as Statutory Auditors for a period of 5 years to hold office until the conclusion of the 39th Annual General Meeting of the Company in calendar year 2022.

INTERNAL AUDITOR

As per section 138 of the Companies Act, 2013, the Company has appointed M/s. G S Toshniwal & Associates, Chartered Accountants, internal auditors for the year to 2019-2020 to conduct the internal audit and to ensure adequacy of the internal controls, adherence to Company's policies and ensure statutory and other compliance through, periodical checks and internal audit.

COST AUDITORS

As per Section 148 read with Companies (Audit & Auditors) Rules, applicable to cost auditors, the company was not liable to appoint Cost auditors for the financial year 2018-19.

SECRETARIAL AUDIT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed M/s Deepak Rane a Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules,

2014, the extract of Annual Return of the Company for the financial year ended on March 31, 2019 in Form MGT-9 is annexed herewith.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The company does not meet the criteria of Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 so there is no requirement to constitute Corporate Social Responsibility Committee.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

SEBI Circular No. No. SEBI/LAD-NRO/GN/2015-16/013 dated 02nd September 2015, we are under exempted category as the paid up equity capital of the Company is below Rs.10 Crores and Net worth is below Rs.25 Crores as on the last day of the previous financial year (audited). ie. 31.03.2018.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

A) There were no qualifications, reservations or adverse remarks made by the Auditors in their report.

B) **EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS ARE AS FOLLOWS:**

1. **As per provisions of Section 208 of Companies Act, 2013, Company has not appointed Key Managerial Personnel's except appointment of Company Secretary w.e.f. 27th March, 2019. Also, as per Regulation 6 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, Company has appointed Ms. Swati Maheshwari as Company Secretary and Compliance Officer of the Company w.e.f. 27th March, 2019.**

Ans: The Company is in process of reconstituting its Board in the near future by appointing executive Director & Key Managerial Personnel (KMP) as per the provisions of the Companies Act and LODR.

2. **Company does not have functional website in Compliance with Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.**

The Company do have a website however due to some technical error it was not functional, so the company has discuss with the technical person for issues & they try to resolve the technical issues at the earliest.

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

As such there is no woman employee in the Company; an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to the Company.

PARTICULARS OF EMPLOYEES

Information as per Section read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is not applicable.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN
EXCHANGE EARNING AND OUTGO**

Considering the nature of activities of the company, the Information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo are not applicable to the Company. However, the Company is making all efforts to conserve the same and the Company's technology being indigenous, the question of absorption by the Company does not arise. Also no foreign exchange were earned or spent.

DETAILS OF FRAUDS REPORTED BY AUDITORS:

During the year under review, there were no frauds reported by Statutory Auditors under provision of section 143(12) of the Companies Act, 2013 and rules there under.

ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

**Place: Mumbai
DATED: 30/05/2019**

By Order of the Board

**REGISTERED OFFICE
SHOP NO. 276,
DREAMS MALL,
L. B. S. MARG,
BHANDUP (WEST),
MUMBAI - 400078**

**PRAKASHCHANDRA RATHI
Din 01393087
Director**

**POONAM RATHI
Din. 01274428
Director**

EXTRACT OF ANNUAL RETURNS ON THE FINANCIAL YEAR ENDED ON 31.03.2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L17100MH1983PLC031114
ii.	Registration Date	14/10/1983
iii.	Name of the Company	KAPIL COTEX LIMITED
iv.	Category / Sub-Category of the Company	Indian Non-Government Company
v.	Address of the Registered office and contact details	SHOP NO. 276, DREAMS MALL, L. B. S. MARG, NEAR BHANDUP RAILWAY STATION, BHANDUP (WEST), MUMBAI - 400078
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Satellite Corporate Services Private Limited B-302, Sony Apartment, opp St. Judge's High School, 90 Feet Road, Janmari Saki Naka, Mumbai - 400072

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated -

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Other Income		100%

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1	N.A				
2					
3					

III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of shareholders	No of shares held at the beginning of the year (as on 01.04.2018)				No of shares held at the beginning of the year (as on 31.03.2019)				%Change during the year (9-5)
	Demat	physical	Total	% of total shares	Demat	physical	Total	% of total shares	
1	2	3	4	5	6	7	8	9	10
Promoters									
Indian									
Individuals / Hindu Undivided Family	470211	1600	471811	45.37	471811	0	471811	45.37	0.00
Central Government	0	0	0	0.00	0	0	0	0.00	0.00
State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
Any other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A) (1)	470211	1600	471811	45.37	471811	0	471811	45.37	0.00
Foreign		0	0	0.00		0	0	0.00	0.00
Non-Resident Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	470211	1600	471811	45.37	471811	0	471811	45.37	0.00
Public Shareholding				0.00				0.00	
Institutions			0	0.00			0	0.00	0.00
Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00

Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
Central Government	0	0	0	0.00	0	0	0	0.00	0.00
State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B) (1)	0	0	0	0.00	0	0	0	0.00	0.00
Non-Institutions			0	0.00			0	0.00	
Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
i) Indian	174303	0	174303	16.76	159200	0	159200	15.31	-1.45
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
Individuals				0.00				0.00	
Individual Shareholders holding nominal Share Capital upto Rs.2 Lakh	180359	109600	289959	27.88	172260	109600	281860	27.10	-0.78
Individual Shareholders holding nominal Share Capital in excess of Rs.2 Lakh	91467	0	91467	8.79	114669	0	114669	11.03	2.23
Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Member	0	0	0	0.00	0	0	0	0.00	0.00
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
NRI	250	0	250	0.02	250	0	250	0.02	0.00
HUF	12210	0	12210	1.17	12210	0	12210	1.17	0.00
EMPLOYEES	0	0	0	0.00	0	0	0	0.00	0.00
Directors & their relatives	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B) (2)	458589	109600	568189	54.63	458589	109600	568189	54.63	0.00
Total Public Shareholding (B) = (B)(1)+(B)(2)	458589	109600	568189	54.63	458589	109600	568189	54.63	0.00

TOTAL (A)+(B)	928800	111200	1040000	100.00	930400	109600	1040000	100.00	0.00
Shares held by Custodians Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
GRAND TOTAL (A)+(B)+(C)	928800	111200	1040000	100.00	930400	109600	1040000	100.00	0.00

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Prakash Chandra Rathi	263150	25.30	0	263150	25.30	0	0
2.	Poonam Rathi	207061	19.91	0	207061	19.91	0	0
3.	Yogesh Chandak	1600	0.15	0	1600	0.15	0	0
	Total	471811	45.37	0	471811	45.37	0	0

iii. Change in Promoters' Shareholding (please specify, if there is no change

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	471811	45.37	471811	45.37
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	THERE IS NO CHANGE IN PROMOTERS SHAREHOLDING DURING THE FINANCIAL YEAR 2018-2019			
	At the End of the year	471811	45.37	471811	45.37

Shareholding pattern of Top ten share holder

Sr. no	For Each of the Top Ten Shareholders	Shareholding at the beginning / end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	M/s Kellog Mercantile Private Limited at the beginning of the year	25000	2.40	25000	2.40
	M/s Kellog Mercantile Private Limited at the end of the year	30700	2.95	30700	2.95
2	M/s BANGBHUMI DISTRIBUTORS at the beginning of the year	50700	4.88	50700	4.88
	M/s BANGBHUMI DISTRIBUTORS at the end	29773	2.86	29773	2.86

2	of the year				
3	Ms Pankti Bhansali at the beginning of the year	25000	2.40	25000	2.40
	Ms Pankti Bhansali at the end of the year	25000	2.40	25000	2.40
4	M/s Dear Shares Private Limited at the beginning of the year	24950	2.40	24950	2.40
	M/s Dear Shares Private Limited at the end of the year	24950	2.40	24950	2.40
5	Mr. Chetan Bhansali at the beginning of the year	24169	2.32	24169	2.32
	Mr. Chetan Bhansali at the end of the year	24169	2.32	24169	2.32
6	Mr. Rakesh Satya Narayan Rathi at the beginning of the year	12802	1.23	12802	1.23
	Mr. Rakesh Satya Narayan Rathi at the end of the year	23302	2.23	23302	2.23
7	Harshala Rajesh Kothari at the beginning of the year	21500	2.07	21500	2.07
	Harshala Rajesh Kothari at the end of the year	21500	2.07	21500	2.07
8	Mr. VIJAYKUMAR MUKHIYA at the beginning of the year	20798	2.00	20798	2.00
	Mr. VIJAYKUMAR MUKHIYA at the end of the year	20798	2.00	20798	2.00
9	M/s OM EDUCATION (IT) PRIVATE LIMITED at the beginning of the year	19750	1.90	19750	1.90
	M/s OM EDUCATION (IT) PRIVATE LIMITED at the end of the year	19750	1.90	19750	1.90
10	M/s Subhmangal Merchandise Private Limited at the beginning of the year	18300	1.76	18300	1.76
	M/s Subhmangal Merchandise Private Limited at the end of the year	18300	1.76	18300	1.76

Shareholding of Directors & Key Managerial Personnel :

Sr. no	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Prakash Rathi at the beginning of the year	263150	25.30	263150	25.30
	Mr. Prakash Rathi at the end of the year	263150	25.30	263150	25.30
2	Ms. Poonam Prakash Rathi at the beginning of the year	207061	19.91	207061	19.91
	Ms. Poonam Prakash Rathi at the end of the year	207061	19.91	207061	19.91
3	Mr. Yogesh Chandak at the beginning of the year	1600	0.15	1600	0.15
	Mr. Yogesh Chandak at the end of the year	1600	0.15	1600	0.15
4	Ms Pankti Bhansali at the beginning of the year	25000	2.40	25000	2.40
	Ms Pankti Bhansali at the end of the year	25000	2.40	25000	2.40
5	Mr. Rakesh Somani at the beginning of the year	0	0	0	0
	Mr. Rakesh Somani at the end of the year	0	0	0	0
6	Mr. Jagdish Mantri at the beginning of the year	0	0	0	0
	Mr. Jagdish Mantri at the end of the year	0	0	0	0

INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
- Addition	0	0	0	0
- Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

IV. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Gross salary	0	0	0	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission - as % of profit - others, specify	0	0	0	0	0
5	Others, please specify	0	0	0	0	0
6	Total (A)	0	00	0	0	0
	Ceiling as per the Act					

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
	<u>Independent Directors</u> - Fee for attending board committee meetings - Commission - Others, please specify	The Company has not pay any fess to Independent Directors during the year 2018-19				0
	Total (1)					
	<u>Other Non-Executive Directors</u> - Fee for attending board committee meetings - Commission - Others, please specify	The Company has not pay any fess to Non-Executive Directors during the year 2018-19				0
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	0	0	0	0	0
	Total Managerial Remuneration	0	0	0	0	
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
		0	0	0	0
		0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	00	0	00
4	Commission - as % of profit - others, specify	0	0	0	0
5	Others, please specify	0	0	0	0
6	Total	0	0	0	0

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty	N A				
Punishment					
Compounding					
B. Directors					
Penalty	N A				
Punishment					
Compounding					
C. Other Officers in Default					
Penalty	N A				
Punishment					
Compounding					

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31 MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Kapil Cotex Limited
Shop No. 276, Dream Mall, L. B. S. Marg,
Near Bhandup Railway Station,
Bhandup (W), Mumbai - 400 078.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kapil Cotex Limited (CIN: L17100MH1983PLC031114) (herein after referred as "the Company") for financial year 2018-19. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 ("**Audit Period**") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined, the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and produced before us for the financial year ended 31st March, 2019, as per the provisions of:

- (i) The Companies Act, 2013 ("**the Act**") and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- (iii) The Depositories Act, 1996 and the regulations and Bye-laws framed there under;

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT') during the Audit Period.
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014; (Not applicable to the Company during the Audit Period)
 - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the Audit Period)
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- (vi) I, relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for the compliance of the following laws applicable specifically to the Company:-
- a) The Income Tax Act, 1961;
 - b) The Central Goods And Services Tax Act, 2017

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards 1 and 2 as issued and revised by The Institute of Company Secretaries of India with effect from October 1st, 2017.
- ii. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended and made effective from time to time.

Based on the aforesaid information provided by the Company, I report that during the financial year under report, the Company has complied with the provisions of the above-mentioned Act/s, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable except the following: -

1. *Company does not have functional website in Compliance with Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.*
2. *As per provisions of Section 203 of Companies Act, 2013, Company has not appointed Key Managerial Personnel's except appointment of Company Secretary w.e.f. 27th March, 2019. Also, as per Regulation 6 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, Company has appointed Ms. Swati Maheshwari as Company Secretary and Compliance Officer of the Company w.e.f. 27th March, 2019.*

I further report that -

The Board of Directors of the Company is duly constituted with all the Directors are Non-Executive Directors with adequate mix of Independent Director's. The changes in the composition of the Board of Directors that took place during the Audit Period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors about scheduled Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance; and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Mumbai
Date: 30/05/2019

Deepak Rane
Practicing Company Secretary
Proprietor
CP No. 8717

This report is to be read with our letter of even date which is annexed as **Annexure 'A'** and forms an integral part of this report.

To,
The Members,
Kapil Cotex Limited
Shop No. 276, Dream Mall, L.B.S. Marg,
Near Bhandup Railway Station,
Bhandup (W), Mumbai - 40 0078, MH

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules regulations and happening of events etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which management has conducted the affairs of the company.

Place: Mumbai
Date : 30/05/2019

Deepak Rane
Practicing Company Secretary
Proprietor
CP No. 8717

INDEPENDENT AUDITORS REPORT

To,

The Members of M/S KAPIL COTEX LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **KAPIL COTEX LIMITED**(the company), which comprises Balance Sheet as at 31st Mar 2019, the Statement of Profit and Loss account and Cash Flow Statement for the year then ended, and a Summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

1. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial Statements that give a true and fair view and are free from materials misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provision of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedure selected depends on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessment, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system and the operating effectiveness of such control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

opinion

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2019, and its Profit and its cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

3. As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government in terms of Section 143 (11) of the Act, we enclosed in the **Annexure 'A'** statement on matters specified in paragraph 3 & 4 of the said order.
4. As required by Section 143 (3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet and the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.
 - f) On the basis of the written representations received from the directors as on 31st Mar 2019 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st Mar 2019 from being appointed as a director in terms of section 164(2) of the Act.
 - g) Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of section 143 of the companies Act, 2013 ("the Act") - is enclosed an **Annexure'B'** to this report.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. As informed to us the Company has pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. Based on audit procedures and representations provided to us by the management, we report that the disclosures are in accordance with the books of accounts maintained by the company and as produced to us by the Management

For R. K. Somani & Associates.
Chartered Accountants

Ramkishore Somani
Membership No: 104927
(Proprietor)
Place: Mumbai
Date: 30/05/2019

R. K. SOMANI & ASSOCIATES
CHARTERED ACCOUNTANTS

**2108, 2n Floor, Bhandup Industrial Estate Co-op. Society Ltd, Pannalal Silk Mill Compound,
L.B.S Marg, Bhandup (W), Mumbai 400078.**

Tel:- +91 22 49704105, E-mail : rksomanica@gmail.com

ANNEXURE TO INDEPENDENT AUDITORS' REPORT Annexure 'A'

Referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that: -

- i.
 - a. The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - b. As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
 - c. The title deeds of immovable properties are held in the name of the company.
- ii. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b) and (c) of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, company has complied with the provision of section 185 and 186 of the Companies Act, 2013 In respect of loans, investment, guarantees, and security.
- v. The company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provision of sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regards to the deposits accepted from the public are not applicable.
- vi. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vii. According to information and explanations given to us and on basis of our examination of the books of account, and records, the company has been generally regular in depositing undisputed statutory dues including Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues with the appropriate authorities. According to the information and

explanations given to us there were no outstanding statutory dues as on 31st of March, 2019 for a period of more than six months from the date they became payable.

- viii. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution or bank. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- ix. Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the year.
- x. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us, we report that managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. The company is not a Nidhi Company. Therefore clause (xii) of the order is not applicable to the company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has made preferential allotment during the year under review.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or person connected with him. Accordingly, the provision of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- xvi. In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. And accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For R. K. Somani & Associates.
Chartered Accountants

Ramkishore Somani
Membership No: 104927
(Proprietor)
Place: Mumbai
Date: 30/05/2019

R. K. SOMANI & ASSOCIATES

CHARTERED ACCOUNTANTS

2108, 2n Floor, Bhandup Industrial Estate Co-op. Society Ltd, Pannalal Silk Mill Compound,
L.B.S Marg, Bhandup (W), Mumbai 400078.

Tel:- +91 22 49704105, E-mail : rksomanica@gmail.com

Annexure 'B' to Independent Auditors Report

REPORT ON INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of XYZ LIMITED("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For R. K. Somani & Associates.
Chartered Accountants

Ramkishore Somani
Membership No: 104927
(Proprietor)
Place: Mumbai
Date: 30/05/2019

KAPIL COTEX LIMITED

G-276, Gate no 3, dreams the Mall, LBS Marg, Bhandup W, MUMBAI-400 078

CIN No. L17100MH1983PLC031114

BALANCE SHEET AS AT 31st MARCH, 2019

Particulars	Note No.	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
I. ASSETS			
(1) Non Current Assets			
(a) Property, Plant and Equipment	7	144,736	187,385
(b) Capital Work In Progress			
(c) Investment Property			
(d) Goodwill			
(e) Other Intangible Assets			
(f) Intangible Assets under development			
(g) Biological Assets other than bearer plants			
(h) Financial Assets			
(i) Investments	8	30,653,422	29,551,017
(ii) Trade Receivables			
(iii) Loans			
(iv) Others (to be specified)			
(i) Deferred Tax assets (net)			
(j) Other Non Current Assets			
(2) Current Assets			
(a) Inventories			
(b) Financial Assets			
(i) Investments			
(ii) Trade Receivables	9	47,000	-
(iii) Cash and cash equivalents	10	258,105	295,167
(iv) Bank Balances other than (iii) above			
(v) Loans			
(vi) Others (to be specified)			
(c) Current Assets (Net)			
(d) Other Current Assets			
Total Assets		31,103,263	30,033,569
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	2	10,400,000	10,400,000
(b) Other equity	3	17,867,494	17,076,935
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings			
(ii) Trade payables			
(iii) Other financial liabilities			
(b) Provisions			
(c) Deferred tax liabilities (Net)	4	2,563,920	2,284,594
(d) Other non-current liabilities			
Current liabilities			
(a) Financial liabilities			
(i) Borrowings			
(ii) Trade payables			
(iii) Other financial liabilities			
(b) Other current liabilities	5	237,050	237,240
(c) Short-term provisions	6	34,800	34,800
(d) Liabilities for current tax (net)			
Total Equity & Liabilities		31,103,263	30,033,569
Significant Accounting Policies & Notes to Accounts		1 to 19	
<i>Notes referred above attached thereto form an Integral part of Balance Sheet</i>			
<i>As per our Report of even date.</i>			
FOR R.K.SOMANI AND ASSOCIATES		FOR KAPIL COTEX LIMITED	
CHARTERED ACCOUNTANTS			
(REG NO. 118666W)			
		(Prakash Rathi)	(Poonam Rathi)
		(DIRECTOR)	(DIRECTOR)
		DIN no. 01393087	DIN no. 01274428
R.K.SOMANI			
PROPRIETOR			
Membership No. : 104927			
PLACE : MUMBAI			
DATE: 30.05.2019			

KAPIL COTEX LIMITED

G-276, Gate no 3, dreams the Mall, LBS Marg, Bhandup W, MUMBAI-400 078

CIN No. L17100MH1983PLC031114

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2019

Sr. No	Particulars	Note No.	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
			Rs.	Rs.
I	Revenue from operations	13	-	-
	Other Income	14	366,268	645,891
	Total Revenue (I)		366,268	645,891
II	Expenses:			
	Employee Benefit Expense	15	6,000	192,441
	Depreciation and Amortization Expense	16	42,649	56,491
	Other Expenses	17	597,697	432,071
	Total Expenses (II)		646,346	681,003
III	Profit before tax	(I-II)	- 280,078	- 35,112
V	Tax expense:			
	(1) Current tax			
	(2) Deferred tax		3,726	6,606
	(3) Income tax paid of Earlier Years (W/off)			
	Profit for the Year	(IV)	-283804	41,718
	Other Comprehensive Income			
	(i) Items that will not be reclassified to Profit or Loss		1,102,405	3,453,977
	(ii) Income tax relating to items that will not be reclassified to Profit or Loss		275,601	863,494
	(iii) Items that will be reclassified to Profit or Loss		-	-
	(iv) Income tax relating to items that will be reclassified to Profit or Loss		-	-
	Total Other Comprehensive Income for the Year (Net of Tax)	(V)	826,804	2,590,482
VI	Total Comprehensive Income for the Year	(IV- V)	543,000	2,548,764
VII	Earning per equity share:			
	(1) Basic		0.52	2.45
	(2) Diluted		0.52	2.45

Notes referred to above form an integral part of Statement of Profit & Loss Account

As per our Report of even date.

FOR R.K.SOMANI AND ASSOCIATES
CHARTERED ACCOUNTANTS
(REG NO. 118666W)

FOR KAPIL COTEX LIMITED

R.K.SOMANI
 PROPRIETOR
 Membership No. : 104927
 PLACE : MUMBAI
 DATE: 30.05.2019

(Prakash Rathi) (Poonam Rathi)
 (DIRECTOR) (DIRECTOR)
 DIN no. 01393087 DIN no. 01274428

KAPIL COTEX Ltd.

CASH FLOW STATEMENT FOR THE YEAR ENDED on 31st MARCH,2019

PARTICULARS	31.03.2019		31.03.2018	
	AMOUNT	AMOUNT	AMOUNT	AMOUNT
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net profit before tax & extraordinary Income		(280,078)		(35,112)
Adjustments:-				
Rental Income	(144,000)		(90,000)	
Depreciation & Preliminary Expenses Amortisation	42,649		56,491	
Dividend	(222,268)		(206,558)	
Other Non Cash Adjustment	1,102,405		3,453,977	
		778,788	-	3,213,910
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		498,711		3,178,798
Adjustments:-				
Increase in Sundry Creditors/Current Liabilities	(177)		(132046)	
Increase/decrease in Sundry Debtors	(47000)		118766	
Other Current Assets (Loans & Advances)	0		33043	
Net Flow before tax Adjustments	(47176)		19762	
Income Tax Paid/Credit		(47176)		19762
Cash Flow from Operating Activities	A	451,536		3,198,560
B. CASH FLOW FROM INVESTING ACTIVITIES				
Interest/Commission Income	144,000		90,000	
Purchase of Fixed Assets	-		-	
Dividend Income	222,268		206,558	
Accrued interest on FDR			-	
Investment in Shares	(854870)		(3690470.00)	
Cash flow from Investing Activities	B	(488,600)		(3,393,913)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Securities Premium	0		0	
Share Issue Expenses	0		0	
Share Capital	0		0	
	C	0		0
Net Increase/Decrease in Cash & Cash Equivalents	A+B+C	(37,064)		(195,353)
Opening Balance of Cash & Cash Equivalents		295,169		490521
Closing Balance of Cash & Cash Equivalents		258105		295,168
FOR R.K.SOMANI & ASSOCIATES	FOR KAPIL COTEX LIMITED			
CHARTERED ACCOUNTANTS				
(REG NO. 118666W)				
	(Prakash Rathi)		(Poonam Rathi)	
	(DIRECTOR)		(DIRECTOR)	
	DIN no. 01393087		DIN no. 01274428	
R.K.SOMANI				
PROPRIETOR				
Membership No. : 104927				
PLACE : MUMBAI				
DATE: 30.05.2019				

KAPIL COTEX LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH, 2019

A. Equity Share Capital

Balance at the beginning of the reporting period i.e. 1st April, 2017	Changes in equity share capital during the year 2017-18	Balance at the end of the reporting period i.e. 31st March, 2018	Changes in equity share capital during the year 2018-19	Balance at the end of the reporting period i.e. 31st March, 2019
10400000	0	10400000	0	10400000

B. Other Equity

	Balance at the beginning of the reporting period i.e. 1st April, 2017	Total Comprehensive Income for the Year	Transfer to/(from) Retained Earnings	Changes for revaluation in cost of Non Current Investments	Balance at the end of the reporting period i.e. 31st March, 2018
AS AT 31st MARCH, 2018					
Share Application Money Pend	0	0	0	0	0
Reserves and Surplus					
Capital Reserve	0	0	0	0	0
Securities Premium Reserve	5540880	0	0	0	5540880
General Reserve	0	0	0	0	0
Retained Earnings	2132885	0	-41716	0	2091267
Other Comprehensive Income	7090819	2590482	0	-236493	9444808
TOTAL	14,784,664	2,590,482	41,718	236,493	17,076,835

	Balance at the beginning of the reporting period i.e. 1st April, 2017	Total Comprehensive Income for the Year	Transfer to/(from) Retained Earnings	Changes for revaluation in cost of Non Current Investments	Balance at the end of the reporting period i.e. 31st March, 2018
AS AT 31st MARCH, 2019					
Share Application Money Pend	0	0	0	0	0
Reserves and Surplus					
Capital Reserve	0	0	0	0	0
Securities Premium Reserve	5540880	0	0	0	5540880
General Reserve	0	0	0	0	0
Retained Earnings	2091267	0	-263804	0	1827463
Other Comprehensive Income	9444808	826804	0	247559	10519171
TOTAL	17,076,835	826,804	283,804	247,559	17,867,494

FOR: R.K.SOMANI AND ASSOCIATES
CHARTERED ACCOUNTANTS
(REG. NO. 118666W)

FOR KAPIL COTEX LIMITED

R.K.SOMANI
PROPRIETOR
Membership No. : 104927
PLACE : MUMBAI
DATE: 30.05.2019

(Prakash Rathi)
(DIRECTOR)
DIN no. 01393067

(Poonam Rathi)
(DIRECTOR)
DIN no. 01274428

KAPIL COTEX LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2019

Note : 2 Share Capital

Sr. No	Particulars	Rs.	
		As at 31st March, 19	As at 31st March, 18
1	AUTHORIZED CAPITAL 20,00,000 Equity Shares of Rs. 10/- each	20,000,000	20,000,000
		20,000,000	20,000,000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL 10,40,000 Equity Shares of Rs.10 each, fully Paid up (Previous Year 10,40,000 Equity Shares of Rs.10 each, fully Paid up for cash) See Note No.19 Attached herewith	10,400,000	10,400,000
	Total	10,400,000	10,400,000

Note : 3 Other Equity

Sr. No	Particulars	As at 31st March, 19	As at 31st March, 18
1	Securities Premium reserve (Opening) Add: Additions/deletions during the Year	5,540,860	5,540,860
	A	5,540,860	5,540,860
2	Profit & Loss Account Opening Add: Profit/Loss for the period	2,091,267 283,804	2,132,985 41,718
	B	1,807,463	2,091,267
3	Other Comprehensive Income	10,519,171	9,444,808
4			
	Total (A+B)	17,867,494	17,076,935

Note : 4 Deferred Tax Liabilities

Sr. No	Particulars	As at 31st March, 19	As at 31st March, 18
1	Provision For Deferred Tax On Current Year A Opening Liability	2,284,596	1,414,496
	Depreciation as Per Companies Act 2013	42,649	56,491
	Depreciation as per LT Act 1961	30,591	35,113
	Difference In Current Years Depreciation	12,058	21,378
	B Difference In Current Years Depreciation @ 30.90 %	3,726	6,606
	C Deferred tax in relation to Other Comprehensive income-Changes in FV of Inve	275,601	863,494
	Deferred Tax Liability (net)	2,563,924	2,284,596

Note : 5 Other Current Liabilities

Sr. No	Particulars	As at 31st March, 19	As at 31st March, 18
1	Audit Fees Payable	23,600	23,600
2	Demat charges Payable	-	190
3	Directors Remuneration charges Payable	-	-
4	Electricity Charges Payable	-	-
5	Exp Reimbursement Payable (Prakash Rao)	-	-
6	G S Toshniwal & Associates	-	-
7	Internal Audit fees Payable	5,900	5,900
8	Office Maintenance Charges Payable	207,550	207,550
9	Property Tax Payable	-	-
9	Salary Payable	-	-
10	TDS On Salary Payable	-	-
	Total	237,050	237,240

Note : 6 Short Term provisions

Sr. No	Particulars	As at 31st March, 19	As at 31st March, 18
1	Provision for Current Tax	34,800	34,800
	Total	34,800	34,800

KAPIL COTEX LIMITED

Notes Forming Part of the Balance Sheet as at 31st March, 2019

Note :8 Non-Current Investments

Sr. No	Particulars	In Rs.	
		As at 31st March,19	As at 31st March,18
1	Investment in Quoted Equity Shares	24,627,422	23,525,017
2	Investment in Office premises	6,026,000	6,026,000
	TOTAL	30,653,422	29,551,017

Note : 9 Trade Recievables

Sr. No	Particulars	As at 31st March,19	As at 31st March,18
1	<u>Outstanding for more than six months</u>		
2	<u>Others</u>		
	a) Secured, Considered Good :		
	b) Unsecured, Considered Good :	47,000	
	TOTAL	47,000	

Note : 10 Cash & Cash Equivalent

Sr. No	Particulars	As at 31st March,19	As at 31st March,18
1	<u>Cash-on-Hand</u>		
	Cash Balance	110,045	102,997
	Sub Total (A)	110,045	102,997
2	<u>Bank Balance</u>		
	In Current Account-Federal bank Ltd.Mumbai	148,060	192,170
	Sub Total (B)	148,060	192,170
	Total [A + B]	258,105	295,167

Note : 11 Short Terms Loans and Advances

Sr. No	Particulars	As at 31st March,19	"
1	Rent Due	-	-
2	Molekar Tech (Reimbursement due)	-	-
	TOTAL	-	-

Note : 12 Other Assets

Sr. No	Particulars	As at 31st March,19	As at 31st March,18
	TOTAL		

KAPIL COTEX LIMITED

Notes Forming Part of the Statement of Profit & Loss Accounts as at 31st March, 2019

Note : 13 Revenue from Operations

Sr. No	Particulars	In Rs.	In Rs.
		As at 31st March,19	As at 31st March,18
		-	-
	TOTAL	-	-

Note : 14 Other income

Sr. No	Particulars	As at 31st March,19	As at 31st March,18
1	Capital gains on sale of shares		1,437
2	Dividend Income	222,268	206,558
3	Other Income		5,606
4	Commission/Consultancy income		342,290
5	Unrealised Gain on Financial Assets		
6	Rental income	144,000	90,000
	TOTAL	366,268	645,891

Note : 15 Employee Benefit Expenses

Sr. No	Particulars	As at 31st March,19	As at 31st March,18
1	Salary	6,000	192,441
2	Directors Remunerations	-	
3	Staff Welfare Charges	-	
	TOTAL	6,000	192,441

Note : 16 Depreciation & Amortisation Expenses

Sr. No	Particulars	As at 31st March,19	As at 31st March,18
1	Depreciation	42,649	56,491
	TOTAL	42,649	56,491

Note : 17 Other Expenses

Sr. No	Particulars	As at 31st March,19	As at 31st March,18
1	Advertisement Expenses	30,571	6,262
2	Audit Fees	23,600	23,600
3	Bank Charges	-	1,310
4	BSE Listing Fees	-	287,500
5	Business Promotion Expenses	-	27,038
6	Capital Loss on sale of shares	152,859	-
7	Conveyance Charges	2,470	2,340
8	Demat Charges	3,171	-
9	Depository Charges	16,418	20,700
10	Electricity Charges	34,420	26,130
11	General Expenses	158	1,000
12	Interest On late payment of Tds	-	-
13	Internal Audit Fees	5,900	5,900
14	Listing Fees	295,000	-
15	Office Maintenance Charges	1,000	3,800
16	Other Charges	-	1,313
17	Postage and Courier	248	-
18	Printing & Stationery Expenses	-	1,245
19	Registrar Charges	11,800	11,800
20	Repairs and Maintenance	-	1,000
21	ROC Filing fees	-	10,000
22	Sectrial Audit Fees	20,000	-
23	Stamp Charges	82	108
24	Telephone Charges	-	1,025
	TOTAL	597,697	432,071

KAPIL COTEX LIMITED

Notes Forming Part of the Balance Sheet as at 31st March, 2019

Note : 7 Fixed Asset

Sr. No	Particulars	Gross Block						Depreciation						Net Block					
		As at 01.04.2017	Addition during the year	Deduction during the year	As at 01.04.2018	Addition during the year	Deduction during the year	As at 31.03.2019	As at 01.04.2017	Addition during the year	Deduction during the year	As at 01.04.2018	Addition during the year	Deduction during the year	As at 31.03.2019	WDV as on 01.04.2017	WDV as on 31.03.2018	WDV as on 31.03.2019	
	Tangible Assets-OWN																		
1	Computer	68,400	-	-	68,400	-	-	68,400	64,480	-	-	64,480	3,920	-	-	3,920	192,927	142,928	105,061
2	Furniture & fixtures	388,347	-	-	388,347	-	-	388,347	158,527	36,993	-	245,369	47,029	-	-	192,927	47,029	40,487	34,855
3	Air Conditioner	-	54,000	-	54,000	-	-	54,000	6,971	-	-	13,513	5,632	-	-	19,145	-	-	-
	SUB TOTAL (A)	456,747	54,000	-	510,747	-	-	510,747	223,007	43,864	-	323,362	42,649	-	-	366,011	243,876	187,385	144,736

NOTE-1

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,
2019**

1. CORPORATE INFORMATION

Kapil Cotex limited is engaged in the business of textile & its allied products. During the concerned year, it did not get any revenue from its main objects. However, it gives consultancy & assistance in selling the goods of foreign clients & earned brokerage/consultancy income. It also deals in shares & Securities, where it earned capital gains & dividend income.

2. SIGNIFICANT ACCOUNTING POLICIES

(A) System of Accounting:

I The Financial statements are prepared under the historical cost convention and in accordance with generally accepted accounting principles and the Accounting Standards issued by The Institute of Chartered Accountants of India along with the provisions of the Companies Act, 2013.

II The Company, generally, follows the mercantile system of accounting and recognizes income and expenditure on accrual basis. Dividend Income is recognized as & when received.

III Estimates and assumptions used in the preparation of the financial statements are based upon management evaluation of the relevant facts and circumstances as of the date of the financial statements, which may differ from the actual results at a subsequent date.

(B) Provisions & Contingent Liabilities:

A provision is recognized when there is present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on the best estimate of the amount required to settle the obligation at the Balance sheet date. Contingent Liabilities are not recognized in the financial statements but is disclosed.

(C) Earnings Per Share:

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax. The number of shares used in computing basic EPS is weighted average number of shares outstanding during the year.

(D) Employees Benefit:

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Profit & Loss Account of the year in which the related service is rendered. As per the revised AS-15 "Employee Benefits", it is mandatory that the company should provide liability on the basis of Actuarial Valuations. However, the company has accounted employee benefits on cash basis as & when claimed by employee & no provisions for post employment benefits have been made.

(E) Segment Reporting:

The Company has carried out investment activities & earned capital gains & dividend income, the same has been recognized separately in the profit & loss account. Other than this, it has earned Consultancy & brokerage income which has been shown separately in the P&L Account.

(F) **Taxation:**

Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax is recognized to that extent only, subject to consideration of prudence in respect of deferred tax assets, or timing differences, being the differences between the taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years, having tax consequences.

(G) **Investments:**

Investments are classified as Non-Current investments and Current investments. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Non-current investments. Non-current investments are stated at cost and any decline other than temporary, in the value of such investments is charged to the profit and loss account. Current investments are stated at the cost price. However, provision for diminution in value is made to recognise a decline other than temporary in the value of investments.

(H) **Fixed Assets & Depreciation:**

I. All fixed assets are stated at historical cost of acquisition/construction cost less depreciation. Costs include all expenses incurred to bring the assets to its present location & Condition.

II. Pursuant to the Requirements of the Schedule II of the Companies Act, 2013 the company has revised the depreciation rates wef 1st April, 2014 as prescribed under said Act. The company has adopted the estimated useful life of the fixed assets as stipulated by the Schedule II of the Act. It has followed the Straight line Method for charging of depreciation.

(I) **Impairment:**

The Company assesses at each Balance Sheet whether there is any indication that assets may be impaired. If any such indications exist, the Company estimates the recoverable amount of the assets or the cash-generating unit and if the same is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the assets are reflected at the recoverable amount.

For KAPIL COTEX LIMITED

PRAKASHCHANDRA RATHI
(DIRECTOR)
Din: 01393087

POONAM RATHI
(DIRECTOR)
Din: 01274428

Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	L17100MH1983PLC031114
Name of the Company	KAPIL COTEX LIMITED
Registered Office	UG- 276, DREAMS MALL, L. B. S. MARG, NEAR BHANDUP RAILWAY STATION, BHANDUP (WEST), MUMBAI - 400078

Name of the Shareholder	
Registered Address	
E-mail ID	
Folio No. / Client ID	
DP ID	

I / we, being the member(s) of shares of the above named company, hereby appoint:

1	Name	
	Address	
	E-mail ID	
	Signature	
Or failing him		
2	Name	
	Address	
	E-mail ID	
	Signature	
Or failing him		
3	Name	
	Address	
	E-mail ID	
	Signature	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the company, to be held on the Saturday 28th day of September, 2019 at 4.00 P.M. at UG-276, Dreams Mall, L. B. S. Marg, Near Bhandup Railway Station, Bhandup (west), Mumbai - 400078 and at any adjournment thereof in respect of such resolutions as are indicated below

Sl. No.	Resolution(S)	Vote	
		For	Against
1	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2019		
2	Re-appointment of Mrs. Poonam Rathi, who is liable to retire by rotation		
3	Appointment of Mr. Prakash Chandra Rathi as a Chief Financial Officer (CFO)		
4	Appointment of Mrs. Poonam Rathi as a Managing Director		

* Applicable for investors holding shares in Electronic form.

Signed this.....day of.....2019



Signature of Shareholder

Signature of Proxy Holder

Note: 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2) The proxy need not be a member of the company.

KAPIL COTEX LIMITED
Cin No. L17100MH1983PLC031114
UG-276, DREAMS MALL, L. B. S. MARG, NEAR BHANDUP RAILWAY STATION,
BHANDUP (WEST), MUMBAI - 400078
Email id : kapilcotexlimited@yahoo.co.in
Telephone No. 022-21660432
Website: www.kapilcotexlimited

ATTENDANCE SLIP
(to be handed over at the registration counter)
36th Annual General Meeting

Folio No.	:	
DP ID and Client ID	:	
Name	:	
Address	:	
No. of Shares	:	

I / We hereby record my / our presence at the 36th Annual General Meeting of the Company on Saturday, 28th September, 2019 at 4.00 p.m. at at UG-276, Dreams Mall, L. B. S. Marg, Near Bhandup Railway Station, Bhandup (west), Mumbai - 400078

First / Sole holder / Proxy

Second holder / Proxy

Third holder / Proxy

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: KAPIL COTEX LIMITED				
Registered Office: UG-276, DREAMS MALL, L. B. S. MARG, NEAR BHANDUP RAILWAY STATION, BHANDUP (WEST), MUMBAI - 400078				
CIN: L17100MH1983PLC031114				
BALLOT PAPER				
Sr. No.	Particulars	Details		
1.	Name of the first named Shareholder (In Block Letters)			
2	Postal address			
3	Registered Folio No.			
4	Class of Share	Equity Shares		
No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	Audited financial Statements of the Company as at 31 st March, 2019, together with the Profit & Loss Account for the year ended on that date and report of the Directors and Auditors thereon			
2	Re-appointment of Mrs. Poonam Rathi, who is liable to retire by rotation			
3	Appointment of Mr. Prakash Chandra Rathi as a Chief Financial Officer (CFO)			
4	Appointment of Mrs. Poonam Rathi as a Managing Director			
<p>Place:</p> <p>Date: _____ (Signature of the shareholder*)</p>				

(*as per Company records)

