

**KAPIL COTEX LTD**

**CIN: L17100MH1983PLC031114**

**33<sup>RD</sup> ANNUAL REPORT**

**2015-2016**

**REGISTERED OFFICE ADDRESS**

**UG-276, DREAMS THE MALL**

**L.B.S MARG**

**BHANDUP (WEST)**

**MUMBAI-400078**

**33<sup>RD</sup> ANNUAL REPORT**

**2015-2016**

**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](mailto:kapilcotexlimited@yahoo.co.in)**

**BOARD OF DIRECTORS:**

Mr. PRAKASHCHANDRA RATHI (DIN- 01393087)	:	Director
Ms. Poonam Rathi (DIN- 01274428)	:	Director
Mr. ELLATH KANDY SURENDRAN (DIN 01077554)	:	Independent Non-Executive Director
YOGESH NANDLAL CHANDAK (DIN- 01274080)	:	Director
PANKTI CHETAN BHANSALI (DIN- 02883120)	:	Independent Non-Executive Director
PRAKASH AROOR NARAYAN SUBBA RAO (DIN 06694300)	:	Independent Non-Executive Director

**BANKERS:**

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

**AUDITORS:**

G. S. Toshniwal & Associates.,  
Chartered Accountants  
308, 3<sup>rd</sup> Floor, Sharda Sadan,  
11, S. A. Brelvi Road,  
Opp Firestation, Fort, Mumbai - 400001

**SECRETARIAL AUDITORS:**

Deepak Rane  
Company Secretary  
A/616, Trimurti Krupa C.H.S.  
Eksar Road, Borivali (W), Mumbai - 400092

**REGISTRAR & SHARE TRANSFER AGENT:**

Satellite Corporate Services Private Limited  
Tel: - 022-28520461 Fax: - 022-28511809  
Email id: [service@satellitecorporate.com](mailto:service@satellitecorporate.com)  
Website: [www.satellitecorporate.com](http://www.satellitecorporate.com)

**Designated E-mail id for the grievance Redressal**

**[kapilcotexlimited@yahoo.co.in](mailto:kapilcotexlimited@yahoo.co.in)**

**LISTING OF EQUITY SHARES:**

**BSE Limited**

## NOTICE OF 33<sup>rd</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of the Company **KAPIL COTEX LIMITED** will be held on Friday the 30<sup>th</sup> September, 2016, at 11.00 A.M at the Registered Office of the Company situated at UG-276, Dreams the Mall L.B.S Marg BHANDUP WEST MUMBAI-4000789 to transact the following business:

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### **Ordinary Businesses:**

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016, and the reports of the Board of Directors' and Auditors' thereon;
2. To appoint a Director in place of **Mr. Prakashchandra Rathi, (Din No.01393087)**, who retires by rotation and being eligible, offers himself for re-appointment;
3. To consider ratification of appointment of Auditors of the Company and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the appointment of **M/s. G.S. Toshaniwal & Associates**, Chartered Accountants, having a FRN No.116867W and who were appointed as the Statutory Auditors of the Company for a period of three years from the conclusion of 31<sup>st</sup> Annual General Meeting till the conclusion of 34<sup>th</sup> Annual General Meeting, be and is hereby ratified at such remuneration plus service tax, out of pocket expenses, travelling and living expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

**By Order of the Board**

**For KAPIL COTEX LIMITED**

**Sd/**

**Prakashchandra Rathi**

**Director**

**Din No.01393087**

Date: 5<sup>th</sup> September, 2016.

Place: Mumbai.

Registered Office: UG-276, Dreamsthe Mall

L.B.S Marg Bhandup West,

Mumbai-400078.

CIN No-L17100MH1983PLC031114.

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting, duly stamped.
3. The Explanatory Statement as required by section 102 of the companies act, 2013, is not annexed to this notice as there are no special businesses proposed to be transacted at the meeting.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
6. Relevant documents referred to in the accompanying Notice would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between **11.00 a.m. to 1.00 p.m.** up to the date of the Annual General Meeting.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from **28<sup>th</sup>September, 2016 to 30<sup>th</sup>September, 2016** (Both Days Inclusive) for the purpose of the Annual General Meeting.
8. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DPIN all correspondence, so as to enable the Company to address any future communication at their correct address.
9. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.

10. Members desirous of seeking any information concerning the Accounts or operations of the Company is requested to address their queries in writing to the Company at an early date, so that the requested information can be made available at the time of the meeting.
11. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, **M/s Satellite Corporate Services Pvt Ltd** for assistance in this regard.
12. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
13. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form with Depository Participants. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination in form may contact their depository Participant for recording nomination in respect of their shares.
14. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules thereunder, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participants(s)/Company Share Transfer Agent from time to time for sending

communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.

17. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: [kapilcotexlimited@yahoo.co.in](mailto:kapilcotexlimited@yahoo.co.in)
18. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then they cannot vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
19. In terms of relevant provisions of SEBI (LODR) 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to **CS SanamUmbargikar**, Partner of **M/s. DSM & Associates, Company Secretaries**, (Scrutinizer), C- 502, Raylon Arcade, Ram Krishna Mandir Road, Next to Pidilite Industries, Kondivita, Andheri (East), Mumbai - 400 059. Tel/Mob.: 8108555704; **Email: [sanam.u@dsmcs.in](mailto:sanam.u@dsmcs.in)** so as to reach him on or before Thursday the **29<sup>th</sup> September, 2016** by **5.00 p.m.** Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
20. Members can request for a Ballot Form at **KAPIL COTEX LIMITED**, UG-276, Dream the Mall LBS Marg Bhandup West Mumbai-400078 or they may also address their request through E-mail to: [kapilcotexlimited@yahoo.co.in](mailto:kapilcotexlimited@yahoo.co.in) Contact No.: **022-21660432**.
21. The E-voting period for all items of business contained in this Notice shall commence

from Tuesday the **27<sup>th</sup> September, 2016 at 9.00 a.m.** and will end on **Thursday the 29<sup>th</sup> September, 2016 at 5.00 p.m.** During these period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of **23<sup>rd</sup> September, 2016**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on **23<sup>rd</sup> September, 2016**.

22. The board of directors has appointed **CS Sanam Umbargikar**, partner of **M/s. DSM & Associates, Company Secretaries**, (Membership No. **ACS 26141**) as a Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.

23. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of Annual General Meeting.

24. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favour or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

25. The Route Map of the venue of the Annual General Meeting forms part of this Notice and is published elsewhere in the Annual Report of the Company.

26. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National securities Depository Limited (NSDL):

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on **Tuesday the 27<sup>th</sup> September, 2016 at 9.00 a.m.** and will end on **Thursday the 29<sup>th</sup> September, 2016 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23<sup>rd</sup> September, 2016** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID.
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details <b>OR</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.



Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVEN for the relevant KapilCotexLimited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using NSDL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 29th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to [helpdesk.evoting@nsdlindia.com](mailto:helpdesk.evoting@nsdlindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@nsdlindia.com](mailto:helpdesk.evoting@nsdlindia.com).

**By Order of the Board**

**For KAPIL COTEX LIMITED**

**Sd/**

**PRAKASHCHANDRA RATHI**

**Director**

**Din No.01393087**

Date: 5<sup>th</sup> September, 2016.

Place: Mumbai.

Registered Office: UG-276, Dreams the Mall

L.B.S Marg Bhandup West

Mumbai-400078

CIN No- L17100MH1983PLC031114.

**DIRECTORS' REPORT**  
**2015-2016**

To,  
The Members,  
Kapil Cotex Limited

The Directors have pleasure in submitting their 33<sup>rd</sup> ANNUAL REPORT along with the Audited Balance Sheet and Profit & Loss Account for the year ended 31<sup>st</sup> March, 2016.

**FINANCIAL RESULTS**

	<b>Current Year ended 31.03.2016 (Rs.)</b>	<b>Previous Year ended 31.03.2015 (Rs.)</b>
<b>Income</b>		
Revenue from operations	0	0
Other Income	11,26,256	7,21,038
<b>Total Revenue</b>	<b>11,26,256</b>	<b>7,21,038</b>
Less : Total Expenses (Excluding Depreciation)	7,89,028	4,01,043
<b>Profit Before Depreciation &amp; Taxation</b>	<b>3,37,228</b>	<b>3,19,995</b>
# (-) Depreciation	36,893	55,290
<b>Profit Before Taxation &amp; Extra-Ordinary Items</b>	<b>3,00,335</b>	<b>264,705</b>
<b>Less: Extra Ordinary Items</b>	<b>2,52,810</b>	<b>NIL</b>
<b>Profit Before Taxation</b>	<b>47,525</b>	<b>2,64,705</b>
(-) Provision for Taxation		
(i) Current Tax	15,500	20,800
(ii) Deferred Tax	1,136	4,251
(iii) Income Tax Provision earlier year	13,296	14,000
<b>Profit for the year</b>	<b>44,185</b>	<b>2,53,654</b>

**OPERATIONAL REVIEW:**

Gross revenues for the year ended 31<sup>st</sup> March, 2016 is Rs. 11,26,256/-, as against Rs. 7,21,038/- in the previous year. Profit before depreciation and taxation is Rs. 3,37,228/- as against Rs. 3,19,995/- in the previous year. The net profit of the Company for the year under review was placed is Rs. 44,185/- as against Rs. 2,53,654/- in the previous year.

**DIVIDEND**

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

## **SHARE CAPITAL**

The paid up equity capital as on March 31, 2016 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, 2016 and the date of this report i.e. May 30, 2016.

## **GENERAL**

During the financial year 2015-16, 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**

Mr. Prakash Rathi retires by rotation and, being eligible, offers himself for re-appointment. The Directors recommend Mr. Prakash Rathi for re-appointment.

There has two Change in the constitution of Board during the year Ms. Pankti Chetan Bhansali appointed as an additional director on 31/03/2015 & regularize on annual general meeting held on 30/09/2015 and Mr. Prakash Aroor Narayan Subba Rao has appointed as an additional director on 14/08/2015 & regularize on annual general meeting held on 30/09/2015.

## **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.

<b>SN</b>	<b>Date of Meeting</b>	<b>Board Strength</b>	<b>No. of Directors Present</b>
1.	31/05/2015	5	3
2.	14/08/2015	6	4
3.	07/11/2015	6	4
4.	03/02/2016	6	4

**RELATED PARTY TRANSACTIONS:**

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

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

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

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

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

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

Or

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 2015-16.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Company's Stakeholders Relationship Committee has been constituted as per section 177 of the Companies Act, 2013. Two meetings of the Stakeholders Relationship Committee were held during the financial year 2015-16

#### **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**

M/s G. S. TOSHNIWAL & ASSOCIATES Chartered Accountants, Mumbai is appointed as Statutory Auditors for a period of 2 years in the Annual General Meeting held on 30<sup>th</sup> September, 2015

Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting.

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

## **INTERNAL AUDITOR**

As per section 138 of the Companies Act, 2013, the Company has appointed M/s. R. K. Somani & Associates, Chartered Accountants , internal auditors for the year to 2016-2017 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 2016-17.

## **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, 2015 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). I.e. 31.03.2015.

## **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) Comment on Section 108**

**Ans:** The Company has total 225 shareholders out of this 86 shareholders are in demat form & remaining are in physical mode. However company is trying to provide e-voting facility to demat shareholders from this financial year onwards.

**2) Comment on Section 136**

**Ans :** The management is in the process of developing a new website of the Company in compliance with the provisions of necessary acts, rules and regulations.

**3) Comment on Section 186**

**Ans:** The investments pertain to previous financial years and the Company has not made new investments during the financial year under review

**4) Comment on Section 203**

The Company is enjoying the services of Practising Company Secretary (PCS) since last so many years for observance and compliance as per the Companies Act, 2013 & amp; SEBI. The Company has already intimated about appointment of Managing Director, CFO to BSE & necessary compliance under companies act, will be done current financial year

**5) Comment on SAR Point No. 5**

The Company has filed the Limited Review Report separately.

**6) Comment on Clause 41(I)(d) –**

The Company has approved financial statements in the Board Meeting held on 31<sup>st</sup> May, 2015.

**7) Comment on Clause 41(I)(ea) & (eaa) –** The Company has submitted half yearly statement of Assets and Liabilities for the half year ended on March, 2015 September, 2015 after the end of the due dates mentioned in the Listing Agreement and/or LODR Regulations.

**8) Comment on Clause 41(III)(b)** – Due to minimal activity in the company & stock not actively traded, the company did not give intimation in the newspapers.

**9) Comment on Clause 41(VI)** – Due to minimal activity in the company & stock not actively traded, the company did not give intimation in the newspapers.

**10) Comment on Clause 47(a)** – The Company has appointment Mr. Yogesh Chandak as Compliance Officer/.

**11) Comment on Clause 47(f)** – The email id of the Company i.e. kapilcotexlimited@yahoo.co.in is designated for all the official communications, including the grievances and communications from Shareholders

**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.

**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: 30/05/2016**

**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**

## SECRETARIAL AUDIT REPORT

For the Financial Year ended 31<sup>st</sup> March, 2016

(Pursuant to section 204(1) of the Companies Act, 2013 and the Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,

**The Members of  
Kapil Cotex Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kapil Cotex Limited** (hereinafter called "The Company"). We have conducted Secretarial Audit in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the **Kapil Cotex Limited'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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016, complied with the statutory provisions listed hereunder, except the non compliances as mentioned in Annexure 1 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the **Kapil Cotex Limited** (the Company) for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the regulations and bye laws framed there under;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings: - Not Applicable to the Company during the financial year under review.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)

- 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;
- d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: - Not Applicable to the Company during the financial year under review as there is no equity shares or other securities which got delisted from the Stock Exchanges.
- e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: - Not Applicable to the Company as there is no buy back of any shares or securities by the Company during the financial year under review.
- f) 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;
- g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: - Not Applicable to the Company as there is no issue of any shares or securities or debts by the Company during the financial year under review.

(vi) Other specifically applicable laws to the Company during the period under review;

- (i) Income Tax Act, 1961;
- (ii) Chapter V of the Finance Act, 1994 (Service Tax);
- (iii) Indian Contract Act, 1872;
- (iv) Information Technology Act, 2000;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreement entered into by the Company with The Bombay Stock Exchange or Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except the non compliances as mentioned in Annexure 1 of this report.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We have not been provided with any data or information or supporting documents so as to ascertain whether adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or not or whether a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views were captured and recorded as part of the minutes.

We further report that, in view of the non compliances as mentioned in our this report, we are unable to comment whether 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.

***For DSM & Associates,  
Company Secretaries***

***CS Sanam Umbargikar***

***Partner***

**M. No.26141.**

**COP No.9394.**

Date: 1<sup>st</sup> September, 2016.

Place: Mumbai.

**Annexure -1: - List of Non Compliances by the Company:**

**A. List of Non Compliances under the Companies Act, 2013 and the rules made there under.**

1. **Section 108** – The Company, being a Listing Entity, is required to provide e voting facility to its members to vote on the resolutions proposed to be passed at the Annual General Meeting, whereas the Company has not provided the e voting facility to its members for voting on the resolutions proposed to be passed at the Annual General Meeting held on 30<sup>th</sup> September, 2015.
2. **Section 136** – The Company has not placed its financial statements on the website of the Company as Company is not maintaining any website. The management is in the process of developing a new website of the Company in compliance with the provisions of necessary acts, rules and regulations.
3. **Section 186** – The total investments of the Company are in excess of the limits prescribed i.e. either 60% of the aggregate of Paid Up Share Capital and Free Reserves or 100% of free reserves. As per the explanation received from management of the Company, the investments pertain to previous financial years and the Company has not made new investments during the financial year under review, which will be in violation of the section 186 of the Act.
4. **Section 203** – The Company is required to appoint Managing Director, Chief Financial Officer, Company Secretary, a Key Managerial Personnel, but the Company has not appointed any of the Key Managerial Personnel. The [www.bseindia.com](http://www.bseindia.com) do contain information as to Managing Director, Compliance Officer etc. of the Company, but we have not found any formal resolution, document, agreement or papers as to formal appointment of these Key Managerial Personnel.

**B. Non Compliances under Listing Agreement and other Acts, Rules and Regulations pertaining to that:**

**Listing Agreement Non Compliances up to 30<sup>th</sup> November, 2015:**

1. **Clause 41(I)(c)(i)** – The quarterly unaudited financial results submitted by the Company to the Stock Exchanges are not accompanied by Limited Review Report of the Statutory Auditors/ Chartered Accountants whereas the Company has filed the Limited Review Report separately.
2. **Clause 41(I)(d)** – The Company has submitted audited financial statements for the entire financial year ended on 31<sup>st</sup> March, 2015 on 31<sup>st</sup> May, 2015.

3. **Clause 41(I)(ea) & (eaa)** – The Company has submitted half yearly statement of Assets and Liabilities for the half year ended on March, 2015 and September, 2015 after the end of the due dates mentioned in the Listing Agreement and/or LODR Regulations.
4. **Clause 41(III)(b)** - The Company has not issued public notice of Board Meeting in newspapers, neither in English nor in regional language newspaper.
5. **Clause 41(VI)** – The Company has not published its financial results in any of the newspapers, neither in English nor in regional language newspapers, which they ought to have published within 48 hours of conclusion of the Board Meeting.
6. **Clause 47(a)** – The Company has not appointed Company Secretary who will act as Compliance Officer of the Company and responsible for monitoring the share transfer process. The independent director has been appointed as Compliance Officer.
7. **Clause 47(f)** – The Company has not designated any email id for the grievance redressal nor have they displayed the email id for the same on their websites.

***List of Non Compliances as per SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015:***

Nil

***SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011:***

1. Nil

***SEBI (Prohibition of Insider Trading) Regulations, 2015:***

1. Nil

***C. The matters on which we are unable to comment or provide our opinion:***

We tried to provide comments/ opinions/ concerns/ observations, to the extent possible on all the matters, compliances made available for our inspection during our audit.

We are unable to comment or provide our opinion on the matters which are out of our purview and which are not disclosed to us during our audit.

1. The Investments of the Company comprises more than 50% of its total assets, resulting that the Company falls under Non Banking Finance Company.
2. The trading in Company's was suspended from trading during the period of July, 2015 to August, 2016.



**D. The court cases, litigations, matters against the Company:**

We have been informed by the Company that there are no court cases, litigations, matters against the Company.

**For DSM & Associates,  
Company Secretaries**

**CS Sanam Umbargikar**

**Partner**

**M. No.26141.**

**COP No.9394.**

Date: 1<sup>st</sup> September, 2016.

Place: Mumbai.

**Annexure - 2:**

Our 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 an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, We followed provide a reasonable basis for my opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test check 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 the management has conducted the affairs of the Company.

***For DSM & Associates,  
Company Secretaries***

***CS Sanam Umbargikar***

***Partner***

**M. No.26141.**

**COP No.9394.**

Date: 1<sup>st</sup> September, 2016.

Place: Mumbai.

## **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 comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss for the year ended, and a summary of significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Financial Statements**

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 the 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 the 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 internal financial control, 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 material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions 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 disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give 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 financial controls system over financial reporting and the operating effectiveness of such controls. An audit

the accounting estimates made by 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 financial statements.

### **Opinion**

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:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) In the case of the Profit and Loss Account, of the profit for the year ended on that date;
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order, to the extent applicable.

2. As required by section 143 (3) of the Act, we report that:

- (a) We have 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 appears from our examination of those books.
- (c) The Balance Sheet, 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 Balance Sheet, Statement of Profit and Loss, comply with the Accounting Standards specified under Section 133 of Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of sub-section (2) of section 164 of the Act.

**For G S Toshniwal & Associates**  
**(Chartered Accountants)**  
**Firm Reg No. : - 116867W**

**(CA GAURI SHANKER TOSHWAL)**

Place : Mumbai  
Date : 30.05.2016

**Proprietor**  
**M.No. 091594**

## **ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

The annexure referred to in our Independent Auditors report to the members of the Company on the financial statement for the Year ended on 31<sup>st</sup> March,2016,We report that:-

### **(i) In Respect of Fixed Assets:**

1. The company has maintained proper records showing full particulars, including quantitative details and Situation of the fixed assets.
2. As explained to us, the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
3. The title deeds of immovable properties are held in the name of the company.

### **(ii) In Respect of Stock:**

The Company does not have any physical inventories in hand, so the paragraph 2 of the Order is not applicable.

### **(iii) In Respect of loans secured or unsecured, according to the information and explanation given to us, the company has not granted any secured or unsecured loans to companies, Firms, and other parties listed in the register. Consequently the requirement of clauses (iii) (a) to (iii) (b) of the paragraph 3 of the order not applicable.**

### **(iv) In respect of loans, investments, guarantees, and security wherever applicable, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.**

### **(v) In our opinion and according to the information and explanation given to us, the company has not accepted deposits from the public within the meaning of section 73 to 76 of the Act & directives issued by the Reserve Bank of India.**

### **(vi) The central Government has not prescribed the maintenance of cost records under section 148 (1) of the Act for any services rendered by the Company.**

### **(vii) a) The company is regular in depositing of undisputed statutory dues. As informed to us there is no arrears of outstanding statutory dues as at the last day of the financial year concerned for the period of more than six months from the date they become payable. Further it is explained to us Provident Fund, Investor Education and Protection Fund, Employee's State Insurance, Sales tax, Wealth tax, Custom Duty, Excise Duty, cess are not applicable to the company during the year.**

b) According to the information & explanation given to us, there are no material dues of Income Tax, Vat tax, wealth tax, duty of customs which have not been deposited with the appropriate authorities on account of any dispute.

### **(viii) The company did not have any outstanding dues to financial institution, Banks or debenture holders during the year. The Company did not have any term loans outstanding during the year.**

### **(ix) No moneys was raised by way of initial public offer or further public offer (including debt instruments), during the year.**

- (x) During the course of our examination of the books of account and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of material fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.
- (xi) No managerial remuneration has been paid or provided, during the year.
- (xii) The Company is not a Nidhi Company, so the relevant clause is not applicable to the Company.
- (xiii) 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) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him, during the year under review.
- (xvi) Considering the nature of the company's business, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act,

**For G S Toshniwal & Associates**  
**(Chartered Accountants)**  
**Firm Reg No. : - 116867W**

**(CA GAURI SHANKER TOSHNIWAL)**

**Place : Mumbai**  
**Date : 30.05.2016**

**Proprietor**  
**M.No. 091594**

## **Annexure A to Independent Auditors' Report**

Referred to the Independent Auditors' Report of even date to the members of KAPIL COTEX LIMITED on the financial statements as of and for the year ended March 31, 2016

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act**

1. We have audited the internal financial controls over financial reporting of KAPIL COTEX LIMITED ("the Company") as of March 31, 2016 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**

2. 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 (ICAI). 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 Act.

#### **Auditors' Responsibility**

3. 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 deemed to be prescribed under section 143(10) of the Act 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 ICAI. 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.
4. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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**

6. 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 authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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**

7. 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**

8. 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, 2016, 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 G S Toshniwal & Associates**  
**(Chartered Accountants)**  
**Firm Reg No. :- 116867W**

**(CA GAURI SHANKER TOSHNIWAL)**

**Place : Mumbai**

**Proprietor**

**Date : 30.05.2016**

**M.No. 091594**



# 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, 2016

Particulars	Note No.	Figures as at the end of 31.03.2016	Figures as at the end of 31.03.2015
<b>I. EQUITY AND LIABILITIES</b>			
<b><u>(1) Shareholder's Funds</u></b>			
(a) Share Capital	2	10,400,000	10,400,000
(b) Reserves and Surplus	3	7,506,885	7,462,700
(c) Money received against share warrants		-	-
<b><u>(2) Share application money pending allotment</u></b>			
<b><u>(3) Non-Current Liabilities</u></b>			
(a) Long-term borrowings		-	-
(b) Deferred Tax Liabilities (Net)	4	15,197	14,061
(c) Other Long term liabilities		-	-
(d) Long-term provisions		-	-
<b><u>(4) Current Liabilities</u></b>			
(a) Short-term borrowings		-	-
(b) Trade Payables		-	-
(c) Other Current Liabilities	5	523,851	162,158
(d) Short Term provisions	6	15,500	20,800
<b>Total Equity &amp; Liabilities</b>		<b>18,461,433</b>	<b>18,059,720</b>
<b>II.ASSETS</b>			
<b><u>(1) Non-Current Assets</u></b>			
<b><u>(a) Fixed Assets</u></b>			
Tangible Assets	7	233,740	270,633
Intangible Assets		-	-
Capital Work-in-progress		-	-
(b) Non-Current investments	8	17,447,736	17,566,082
(c) Long-term loans and Advances		-	-
(d) Other Non-current assets		-	-
<b><u>(2) Current Assets</u></b>			
(a) Current Investments		-	-
(b) Inventories		-	-
(c) Trade Receivables	9	51,094	-
(d) Cash and cash equivalents	10	468,960	55,420
(e) Short-term loans and advances	11	259,903	167,585
(f) Other Assets	12	-	-
<b>Total Assets</b>		<b>18,461,433</b>	<b>18,059,720</b>

Significant Accounting Policies & Notes to Accounts

1 to 19

Notes referred above attached there to form an integral part of Balance Sheet

As per our Report of even date.

**FOR G S TOSHWAL & ASSOCIATES**

**FOR KAPIL COTEX LIMITED**

**CHARTERED ACCOUNTANTS**

**(REG NO. 116867W)**

**(GAURI SHANKER TOSHWAL)**

**PROPRIETOR**

**Membership No. : 091594**

**PLACE : MUMBAI**

**DATE: 30.05.2016**

**(Prakash Rathi)**

**(Poonam Rathi)**

**(DIRECTOR)**

**(DIRECTOR)**

DIN no. 01393087

DIN no. 01274428

# 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, 2016

Sr. No	Particulars	Note No.	Figures as at the end of 31.03.2016	Figures as at the end of 31.03.2015
			Rs.	Rs.
I	Revenue from operations	13	-	-
	Other Income	14	1,126,256	721,038
	<b>I. Total Revenue</b>		<b>1,126,256</b>	<b>721,038</b>
II	<b>Expenses:</b>			
	Employee Benefit Expense	15	304,008	70,000
	Depreciation and Amortization Expense	16	36,893	55,290
	Other Administrative Expenses	17	485,020	331,043
	<b>Total Expenses (II)</b>		<b>825,921</b>	<b>456,333</b>
III	Profit before exceptional and extraordinary items and tax	(I-II)	<b>300,335</b>	<b>264,705</b>
	<b>Extraordinary Expenses</b>	18	252,810	-
IV	Profit before tax		<b>47,525</b>	<b>264,705</b>
V	<b>Tax expense:</b>			
	(1) Current tax		15,500	20,800
	(2) Deferred tax		1,136	4,251
	(3) Income tax provision of Earlier Years (W/off)		13,296	14,000
	<b>Total</b>		<b>-</b>	<b>-</b>
VI	Profit/(Loss) for the period	(IV- V)	<b>44,185</b>	<b>253,654</b>
VII	Earning per equity share:			
	(1) Basic		0.04	0.24
	(2) Diluted		<b>0.04</b>	0.24

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

As per our Report of even date.

**FOR G S TOSHWI WAL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**(REG NO. 116867W)**

**FOR KAPIL COTEX LIMITED**

**(GAURI SHANKER TOSHWI WAL)**  
**PROPRIETOR**  
**Membership No. : 091594**  
**PLACE : MUMBAI**  
**DATE: 30.05.2016**

(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,2016**

PARTICULARS	31.03.2016		31.03.2015	
	AMOUNT	AMOUNT	AMOUNT	AMOUNT
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit before tax & extraordinary Income		47,525		264,705
Adjustments:-				
Rental Income	(180,000)		(180,000)	
Depreciation & Preliminary Expenses Amortisation	36,893		55,290	
Dividend	(203,785)		(242,107)	
		(346,892)	-	(366,817)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(299,367)		(102,112)
Adjustments:-				
Increase in Sundry Creditors	361693		25431	
Increase/decrease in Sundry Debtors	-51094		0	
Other Current Assets (Loans & Advances)	-111957		-147946	
Net Flow before tax Adjustments	198642		-122515	
Income Tax Paid/Credit	12135	210777	-16439	-138954
<b>Cash Flow from Operating Activities</b>	A	(88,590)		(241,066)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Interest/Commission Income	180,000		180,000	
Purchase of Fixed Assets	-		-	
Dividend Income	203,785		242,107	
Accured interest on FDR			-	
Investment in Shares	118345.34		-287500.52	
<b>Cash flow from Investing Activities</b>	B	502,130		134,606
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Securities Premium	0		0	
Share Issue Expenses	0		0	
Share Capital	0		0	
	C	0		0
<b>Net Increase/Decrease in Cash &amp; Cash Equivalents</b>	A+B+C	413,540		(106,460)
Opening Balance of Cash & Cash Equivalents		55,420		161880
Closing Balance of Cash & Cash Equivalents		468960		55,420
<b>FOR G S TOSHNIWAL &amp; ASSOCIATES</b>			<b>FOR KAPIL COTEX LIMITED</b>	
<b>CHARTERED ACCOUNTANTS</b>				
<b>(REG NO. 116867W)</b>				
<b>GAURI SHANKER TOSHNIWAL</b>			<b>(Prakash Rathi)</b>	<b>(Poonam Rathi)</b>
<b>PROPRIETOR</b>			<b>(DIRECTOR)</b>	<b>(DIRECTOR)</b>
<b>Membership No. : 091594</b>			DIN no. 0139308	DIN no. 01274428
<b>PLACE : MUMBAI</b>				
<b>DATE: 30.05.2016</b>				

## KAPIL COTEX LIMITED

*Notes Forming Integral Part of the Balance Sheet as at 31st March, 2016*

**Note : 2 Share Capital**

Sr. No	Particulars	Rs.	Rs.
		As at 31st March,16	As at 31st March,15
1	<b>AUTHORIZED CAPITAL</b> 20,00,000 Equity Shares of Rs. 10/- each	20,000,000	20,000,000
		20,000,000	20,000,000
2	<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b> 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
		<b>Total</b>	<b>10,400,000</b>

**Note : 3 Reserve & Surplus**

Sr. No	Particulars	As at 31st March,16	As at 31st March,15
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 for the period	1,921,840	1,668,187
		B 44,185	253,654
		1,966,025	1,921,840
	<b>Total ( A+B)</b>	<b>7,506,885</b>	<b>7,462,700</b>

**Note : 4 Deferred Tax Liabilities**

Sr. No	Particulars	As at 31st March,16	As at 31st March,15
1	<b>Provision For Deferred Tax On Current Year</b> A Opening Liability  Depreciation as Per Companies Act 2013 Depreciation as per I.T. Act 1961 Difference In Current Years Depreciation  B Difference In Current Years Depreciation @ 30.90 %	14,061	9810
		36893	55290
		33215	41533
		3678	13757
		1136	4251
	<b>Deferred Tax Liability (net)</b>	<b>15,197</b>	<b>14,061</b>

**Note : 5 Other Current Liabilities**

Sr. No	Particulars	As at 31st March,16	As at 31st March,15
1	G S Toshniwal & Associates	22,900	38,202
2	Electricity Charges Payable	-	5,909
3	Office Maintenance Charges Payable	207,550	115,547
4	Exp Reimbursement Payable (Prakash Rao)	214,903	-
5	Property Tax Payable	33,852	-
6	Salary Payable	44,610	-
7	R K Somani & Associates	-	2,500
8	Demat charges Payable	36	-
	<b>Total</b>	<b>523,851</b>	<b>162,158</b>

**Note : 6 Short Term provisions**

Sr. No	Particulars	As at 31st March,16	As at 31st March,15
1	Provision for Current Tax	15,500	20,800
	<b>Total</b>	<b>15,500</b>	<b>20,800</b>

# KAPIL COTEX LIMITED

Notes Forming Part of the Balance Sheet as at 31st March, 2016

Note : 7 Fixed Asset

Sr. No	Particulars	Gross Block			Depreciation			Net Block		
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2015
1	Computer	68,400	-	-	68,400	64,480	-	64,480	3,920	3,920
3	Furniture & fixtures	388,347	-	-	388,347	121,634	36,893	158,527	266,713	229,820
	<b>SUB TOTAL (A)</b>	<b>456,747</b>	<b>-</b>	<b>-</b>	<b>456,747</b>	<b>186,114</b>	<b>36,893</b>	<b>223,007</b>	<b>270,633</b>	<b>233,740</b>
	(Previous Year)	456,747	-	-	456,747	130,824	55,290	186,114	325,923	270,623

# KAPIL COTEX LIMITED

**Notes Forming Part of the Balance Sheet as at 31st March, 2016**

<b>Note :8 Non-Current Investments</b>		In Rs.	In Rs.
Sr. No	Particulars	As at 31st March,16	As at 31st March,15
1	Investment in Quoted Equity Shares	14,065,221	14,183,567
2	Investment in Office premises	3,382,515	3,382,515
<b>TOTAL</b>		<b>17,447,736</b>	<b>17,566,082</b>

<b>Note : 9 Trade Receivables</b>		As at 31st March,16	As at 31st March,15
Sr. No	Particulars		
1	<u>Outstanding for more than six months</u>		-
2	<u>Others</u>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	51,094	-
<b>TOTAL</b>		<b>51,094</b>	<b>-</b>

<b>Note : 10 Cash &amp; Cash Equivalent</b>		As at 31st March,16	As at 31st March,15
Sr. No	Particulars		
1	<u>Cash-on-Hand</u>		
	Cash Balance	195,352	42,244
	<b>Sub Total (A)</b>	<b>195,352</b>	<b>42,244</b>
2	<u>Bank Balance</u>		
	In Current Account-Federal bank Ltd.Mumbai	273,608	13,176
	<b>Sub Total (B)</b>	<b>273,608</b>	<b>13,176</b>
<b>Total [ A + B ]</b>		<b>468,960</b>	<b>55,420</b>

<b>Note : 11 Short Terms Loans and Advances</b>		As at 31st March,16	As at 31st March,15
Sr. No	Particulars		
	<u>Balance with revenue Authorities-TDS</u>		
1	TDS ( AY 15-16)	-	16,439
2	IT Refund Due ( AY 2012-2013 & 2013-2014)	-	3,200
3	Rani international (Commission Due)	-	147,946
4	Rent Due	45,000	
5	Molekar Tech (Reimbursement due)	214,903	
<b>TOTAL</b>		<b>259,903</b>	<b>167,585</b>

<b>Note : 12 Other Assets</b>		As at 31st March,16	As at 31st March,15
Sr. No	Particulars		
		-	-
<b>TOTAL</b>		<b>-</b>	<b>-</b>

# KAPIL COTEX LIMITED

*Notes Forming Part of the Statement of Profit & Loss Accounts as at 31st March, 2016*

**Note : 13 Revenue from Operations**

Sr. No	Particulars	In Rs.	In Rs.
		As at 31st March,16	As at 31st March,15
		-	-
	<b>TOTAL</b>	-	-

**Note : 14 Other income**

Sr. No	Particulars	As at 31st March,16	As at 31st March,15
1	Capital gains on sale of shares	2,702	134,547
2	Dividend Income	203,785	242,107
3	Other Income	6,619	-
4	Commission income	733,151	164,385
5	Rental income	180,000	180,000
	<b>TOTAL</b>	1,126,256	721,038

**Note : 15 Employee Benefit Expenses**

Sr. No	Particulars	As at 31st March,16	As at 31st March,15
1	Salary	304,008	70,000
	<b>TOTAL</b>	304,008	70,000

**Note : 16 Depreciation & Amortisation Expenses**

Sr. No	Particulars	As at 31st March,16	As at 31st March,15
1	Depreciation	36,893	55,290
	<b>TOTAL</b>	36,893	55,290

**Note : 17 Other Administrative Expenses**

Sr. No	Particulars	As at 31st March,16	As at 31st March,15
1	Auditors Remuneration	22,900	19,101
2	Conveyance Charges	1,122	8,510
3	Demate Charges	1,957	3,323
4	Depository Charges	21,698	13,482
5	Internal Audit Fees	2,500	2,500
6	ROC Filing fees	16,200	12,600
7	Printing & Stationery Expenses	575	5,045
8	Legal & Professional Fees paid	25,500	-
9	Postage & Courier	12,695	-
10	Share Transaction Charges	2,060	2,684
11	BSE Listing Fees	224,720	112,360
12	Share Registrar Charges	11,236	11,236
13	Electricity Charges	13,080	12,118
14	Office Maintenance Charges	92,003	123,876
15	Computer Maintenance Charges	-	2,500
16	Property Tax	33,852	-
17	Miscellaneous Expenses	-	1,640
18	Bank Charges	2,922	68
	<b>TOTAL</b>	485,020	331,043

**Note : 18 Extraordinary Expenses**

Sr. No	Particulars	As at 31st March,16	As at 31st March,15
1	Penalty/Late Fees (BSE)	252,810	-
	<b>TOTAL</b>	252,810	-

**M/s. KAPIL COTEX LIMITED****Notes to Accounts****Note No.19****1. Reconciliation of the number of shares outstanding:-**

SHARE CAPITAL	Figures as at the end of 31.03.2016		Figures as at the end of 31.03.2015	
	IN SHARES	IN RS	IN SHARES	IN RS
AUTHORISED	2000000	20000000	2000000	20000000
ISSUED AT THE BEGINNING OF THE YEAR	1040000	10400000	1040000	10400000
SHARES ISSUED DURING THE YEAR	0	0	0	0
ISSUED SHARE CAPITAL AT END OF YEAR	1040000	10400000	1040000	10400000
UNISSUED SHARE CAPITAL AT YEAR END	960000	9600000	960000	9600000

Note:- 1. No fresh issue of Equity shares during the year.

2. The Company has only one class of equity shares having a par value of ₹ 10/- per equity share. Each equity shareholder is entitled to one vote per share.

3. No bonus shares were issued during the period of five years immediately preceding the reporting Date.

**2. Details of Shareholders holding more than 5% Shares at the End of Current Year:-**

Name of Shareholder	As on 31.03.2016		As on 31.03.2015	
	NO. OF SHARES	% OF HOLDING	NO. OF SHARES	% OF HOLDING
Prakash C Rathi-Equity Shares	263150	25.30	263150	25.30
Poonam R Rathi-Equity Shares	207061	19.91	207061	19.91

**3. Details of Investments in Equity Shares**

DETAILS OF NON-CURRENT INVESTMENTS	Figures as at the end of 31.03.2016		Figures as at the end of 31.03.2015	
	IN SHARES	IN RS	IN SHARES	IN RS
<b>Long term investments</b>				
Adani Powers Ltd.	3000	109459.50	3000	109459.50
Arvind Infrastructure Ltd.	50	0.00		
Arvind Mills Ltd.	500	146395.00	500	146395.00
Bajaj Hindustan Sugar Ltd.	45000	2472557.85	45000	2472557.85
Cipla Ltd.	1000	370370.00	1000	370370.00
Hindustan Oil Explorations Ltd.	0	0.00	1300	330996.37
Corromondal Internationals Ltd.	1500	510134.70	1500	510134.70
HPCL	500	198448.25	500	198448.25
GATI Ltd.	3000	223122.90	3000	223122.90
Hexaware Technologies Ltd.	2000	217617.40	2000	217617.40
IFCI Ltd.	20000	1069319.00	20000	1069319.00
Kotak Mahindra Bank	3625	1346872.05	5000	1346872.05
Kotak Mahindra Bank -Bonus	3625	0.00		
Indian Oil Corp Ltd.	1000	307607.30	1000	307607.30
Jai Corp Ltd.	6500	997421.55	6500	997421.55
Jai Prakash Powers	3000	67740.00	3000	67740.00
ICICI Bank	2750	750674.93	0	0.00
ONGC Ltd.	2000	620745.15	2000	620745.15
Patel Engineering Ltd.	350	166625.36	1000	476064.36
Reliance Industrial Infra Ltd.	1000	671170.50	1000	671170.50
Strides Shashun Ltd	150	130044.92	150	130044.92
Tata Chemicals Ltd.	2000	616857.83	2000	616857.83
Tata Elxsi Ltd.	0	0.00	250	74974.80
Tata Steels Ltd.	1500	643542.90	1500	643542.90
Tata Global Beverages Ltd.	2014	287886.80	2014	287886.80
Tata Powers Ltd.	2500	267517.25	2500	267517.25
Vijaya Bank	12500	737612.25	12500	737612.25
Voltas Ltd.	6000	921664.34	7000	1075274.34
Wonderla Holidays Ltd.	1000	213813.60	1000	213813.60
TOTAL	128064	14065221.33	122714	14183566.57



Note:- 1. 1000 Shares of Voltas Ltd.,250 shares of Tata Elxsi ltd. 1300 Shares of Hindustan Oil Expolation Ltd. & 650 shares of Patel Engg. Ltd were sold during the year with a total net gain of Rs. 2702/-

	In Rs.	In Rs.
Aggregate Value of Quoted Investments	14065221	14183567
Aggregate Value of UnQuoted Investments	NIL	NIL
Aggregate Provision in diminution of value of Investments	NIL	NIL
Market Value of Quoted Investments	15248589	15995105

**4. Details of related parties transactions:-**

**Details of Related Parties**

Description of Relationship	Name of Related party
Key Management Personnel (KMP)-Directors	Prakash Rathi
	Poonam Rathi
Brother/brother-in-law of Prakash Rathi & Poonam Rathi.	Raj Kumar Rathi
Prakash & Poonam Rathi are common Directors of the Company	Spring Field Exim P Ltd.

**Details of Related party transactions during the year ended 31st March, 2016**

Type of Related Party/ Nature of Business	Key Management Personnel	Raj kumar Rathi	Spring Field Exim P Ltd.
Rent Received	Nil	Nil	180000
Directors Remuneration & Bonus	Nil	Nil	Nil
Loans/Advances Taken	Nil	260000	Nil
Loans/Advances Re-Paid	Nil	260000	Nil

**5. Payment to Auditors**

	As at 31.03.16	As at 31.03.15
Auditors Remunerations for Statutory Audit	22900	19101

**6. Earnings in Foreign Currency**

EURO	9691	NIL
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7. Based on information available with the company there were no dues to micro and small enterprises, under the Micro, Small & medium Enterprise Development Act, 2006.

8. In the opinion of the Board, the current assets, carry same value, as stated in the normal course of business.

9. The figures of the previous year have been rearranged, reclassified wherever necessary to make comparable to the Current Year's figures.

10. Balances of loans & Advances are subject to Confirmation from concerned parties.

11. There was no contingent liabilities & Commitments at the end of current year.

12. The Shares of the Company, which was listed at Bombay Stock Exchange Ltd, suspended for trading wef. 27.08.2015.

For KAPIL COTEX LTD

(DIRECTOR)

(DIRECTOR)

## EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2016

[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	UG- 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, Jarimari 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	Security dealing activities & Activities auxiliary financial intermedmediation	6712 & 6719	75%
2	Rental Income	7010	25%



b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	86053	109650	195703	18.82	110938	109650	220588	21.21	2.39
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	143416	0	143416	13.79	118291	0	118291	11.37	-2.42
c) Others									
1) Hindu Undivided Family	13210	0	13210	1.27	9210	00	9210	0.89	-0.38
2) Clearing members	10	0	10	0	0	0	0	0	0.00
3) NRI	250	0	250	0.02	250	0	250	0.02	0.00
Sub-total(B)(2)	458539	109650	568189	54.63	458539	109650	568189	54.63	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	458539	109650	568189	54.63	458539	109650	568189	54.63	0
C. Shares held by Custodian for GDRs&ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	928750	111250	1040000	100.00	928750	111250	1040000	100	0

#### 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 / encumbe red to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbe red 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 2015-2016			
	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 BANGBHUMI DISTRIBUTORS PRIVATE LTD at the Beginning of the year	48600	4.67	48600	4.67
	M/s BANGBHUMI DISTRIBUTORS PRIVATE LTD Purchase during the year	2100	0.21	2100	0.21
	M/s BANGBHUMI DISTRIBUTORS PRIVATE LTD at the end of the year	50700	4.88	50700	4.88
2	M/s Sangam Advisors Private Limited at the beginning of the year	29798	2.87	29798	2.87
	M/s Sangam Advisors Private Limited at the end of the year	29798	2.87	29798	2.87
3	M/s Kellog Mercantile Private Limited at the beginning of the year	25010	2.40	25010	2.40
	M/s Kellog Mercantile Private Limited at the end of the year	25010	2.40	25010	2.40
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	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
6	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
7	Ms. Harshala Rajesh Kothari at the beginning of the year	23600	2.27	23600	2.27

	Ms. Harshala Rajesh Sales during the year	2100	0.20	2100	0.20
	Ms. Harshala Rajesh Kothari at the end of the year	21500	2.07	21500	2.07
8	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
9	M/s Subhmangal Merchandise Private Limited at the beginning of the year	17050	1.64	17050	1.64
	M/s Subhmangal Merchandise Private Limited at the end of the year	17050	1.64	17050	1.64
10	Mr. Ashok Bhaiya at the beginning of the year	13350	1.28	13350	1.28
	Mr. Ashok Bhaiya at the end of the year	13350	1.28	13350	1.28

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	Ellath Kandy Surendran at the beginning of the year	0	0	0	0
	Ellath Kandy Surendran at end of the year	0	0	0	0
5	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
6	Mr. PRAKASH AROOR NARAYAN SUBBA RAO at the beginning of the year	0	0	0	0
	Mr. PRAKASH AROOR NARAYAN SUBBA RAO 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				
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not	0	0	0	0
	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
	0	0	0	0
Net Change				
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
	0	0	0	0
Total (i+ii+iii)	0	0	0	0

## V. 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 fees to Independent Directors during the year 2015-16				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 fees to Non-Executive Directors during the year 2015-16				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	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	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	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
6.	Total	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>

VI. 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)
<b>A. Company</b>					
Penalty	N.A				
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty	N.A				
Punishment					
Compounding					
<b>C. Other Officers In Default</b>					
Penalty	N.A				
Punishment					
Compounding					

**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]

<b>Name of the Company: KAPIL COTEX LIMITED</b>				
<b>Registered Office: UG-276, DREAMS MALL, L. B. S. MARG, NEAR BHANDUP RAILWAY STATION, BHANDUP (WEST), MUMBAI - 400078</b>				
<b>CIN: L17100MH1983PLC031114</b>				
<b>BALLOT PAPER</b>				
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>		
1.	Name of the first named Shareholder (In Block Letters)			
2	Postal address			
3	Registered Folio No.			
4	Class of Share	Equity Shares		
<b>No.</b>	<b>Item No.</b>	<b>No. of Shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
<b>1</b>	Audited financial Statements of the Company as at 31 <sup>st</sup> March, 2016, together with the Profit & Loss Account for the year ended on that date and report of the Directors and Auditors thereon			
<b>2</b>	Re-appointment of Mr. Prakashchandra Rathi (Din : 01393087), Director retiring by rotation			
<b>3</b>	Re-appointment of M/s. G. S. Toshniwal Chartered Accountants, Mumbai (Firm Registration No. 116867W)			
<b>Place:</b>				
<b>Date:</b>				
<b>(Signature of the shareholder*)</b>				

(\*as per Company records)

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

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 33rd Annual General Meeting of the company, to be held on Friday the 30th September, 2016 at 11.00AM at UG- 276, DREAMS MALL, L. B. S. MARG, NEAR BHANDUP RAILWAY STATION, BHANDUP (WEST), MUMBAI – 400078 ,and at any adjournment thereof.

Signed this ..... day of ..... 2016.

Signature of shareholder :

Signature of Proxy holder(s) :

<b>Affix Revenue Stamp Rs. 1</b>
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**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. A. Proxy need not be a Member of the Company.**

**3. For the Resolutions and Explanatory Statement, please refer to the Notice of the 57<sup>th</sup> Annual General Meeting.**

**KAPIL COTEX LIMITED**

Cin No **L17100MH1983PLC031114**

Registered Office: UG- 276, DREAMS MALL, L. B. S. MARG, NEAR BHANDUP RAILWAY STATION, BHANDUP (WEST), MUMBAI – 400078

**ATTENDANCE SLIP**

Serial No.

Name & Address of the Shareholder
-----------------------------------

Folio No.
No. of Shares

I hereby record my presence at the 33<sup>rd</sup> Annual General Meeting of the company, to be held on Friday the 30th September, 2016 at 4.00 pm at UG- 276, DREAMS MALL, L. B. S. MARG, NEAR BHANDUP RAILWAY STATION, BHANDUP (WEST), MUMBAI – 400078

Signature of the Member or Proxy
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No. of Shares held
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**Note:** PLEASE BRING THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF UG- 276, DREAMS MALL, L. B. S. MARG, NEAR BHANDUP RAILWAY STATION, BHANDUP (WEST), MUMBAI – 400078

**SHAREHOLDERS ARE REQUESTED TO SUBMIT THIS FORM IN THE  
ATTACHED SELF ADDRESSED ENVELOPE  
Updation of Shareholders' Information**

I/We request you to record the following information against my /our Folio No./DP ID/Client ID:

**General Information:**

Folio No. /DP ID:	
Name of the first named Shareholder:	
PAN:	
CIN / Registration No.: (applicable to Corporate Shareholders)	
Tel. No. with STD Code:	
Mobile No:	
Email ID:	

\*Self attested copy of PAN/Voter Id/Adhar Card/other documents is enclosed.

**Bank Details:**

IFSC: (11 digit)	
MICR: (9 digit)	
Bank A/c Type:	
Bank A/c No.:	
Name of the Bank:	
Bank Branch Address:	

A blank cancelled cheque is enclosed to enable verification of bank details.

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when changes take place. I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned beneficiary account.

**Note:** Shareholders can also send the above information directly to their Depository Participant.

Place :

Date :

\_\_\_\_\_  
Signature of Sole/First holder