

34th Annual Report 2018-2019
KAPASHI COMMERCIAL LIMITED

**KEY MANAGERIAL PERSONNEL &
BOARD OF DIRECTOR**

SHWETA SAMIR SHAH

Managing Director (DIN: 03082967)
(With Effect from 20th July 2018)

MAHENDRABHAI GULABDAS PATEL

Director (DIN: 00104706)
(With Effect from 20th July 2018)

MUNJAL MAHENDRABHAI PATEL

Director (DIN: 02319308)
(With Effect from 20th July 2018)

RAXESH CHANDRAVADAN SATIA

Independent Director (DIN: 00577822)
(With Effect from 27th August 2018)

JAYESH SHAH

Independent Director (DIN: 08218502)
(With effect from 7th September, 2018)

PINAJ JAIN

Company Secretary & Compliance Officer
(With effect from 5th February, 2019)

RAJASVEE SHAH

Chief financial officer
(With effect from 5th February, 2019)

AUDITORS

M/s. J. T. Shah & Co.
Chartered Accountants

SECRETARIAL AUDITOR

M/s. Khandelwal Devesh & Associates
Company Secretaries

REGISTRAR AND SHARE TRANSFER AGENT

PurvaSharegistry (India) Pvt. Ltd.,
9, Shiv Shakti Industrial Estate,
J. R. Boricha Marg, Opp. Kasturba Hospital,
Lower Parel (East), Mumbai -400 011.

CIN: L51900MH1985PLC037452

AUDIT COMMITTEE

Raxeshbhai C. Satia	Chairperson
Shweta Samir Shah	Member
Jayeshkumar R. Shah	Member

**NOMINATION AND REMUNERATION
COMMITTEE:**

Raxeshbhai C. Satia	Chairperson
Mahendrabhai G. Patel	Member
Jayeshkumar R. Shah	Member

**STAKEHOLDERS RELATIONSHIP
COMMITTEE**

Raxeshbhai C. Satia	Chairperson
Shweta Samir Shah	Member
Jayeshkumar R. Shah	Member

REGISTERED OFFICE

8, Neelkanth Shopping Center Chs Ltd,
Plot No 72/4 Cama Lane &
M.G. Road Junction, Ghatkopar (West)
Mumbai 400086.

CORPORATE OFFICE

306, S.F, Ashirwad Paras-1
Near KantiBharwad PMT
Opp. Andaz Party Plots,
Makbara, Ahmedabad- 380051.

BANKERS

STATE BANK OF INDIA

NOTICE

NOTICE is hereby given that the **34thAnnual General Meeting** of the Members of **KAPASHI COMMERCIAL LIMITED** will be held on **Saturday, 28th September, 2019** at **4.00 P.M.** at the registered office of the Company situated at **"8, Neelkanth Shopping Center Chs Ltd, Plot No 72/4 Cama Lane & M.G. Road Junction, Ghatkopar (West) Mumbai 400086** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019, Statement of Profits & Loss together with Cash Flow Statement and Notes forming part thereto ("Financial Statements") for the year ended on 31st March, 2019 and Report of the Board of Directors and Auditors thereon
2. To appoint a Director in place of Mr. Mahendrabhai Gulabdas Patel (DIN: 00104706) Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3. **To appoint M/S. J. T. Shah & Co., Chartered Accountants as Statutory Auditors of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time M/s. J. T. Shah & Co., Chartered Accountants, Ahmedabad (FRN No. 109616W), be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of 34thAnnual General Meeting (AGM) till the conclusion of the 39th Annual General Meeting of the Company to be held in the year 2024, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies."

Registered Office

8, Neelkanth Shopping
Center Chs Ltd,
Plot No 72/4 Cama Lane
& M.G. Road Junction,
Ghatkopar (West)
Mumbai 400086

Place: Ahmedabad
Dated: 12/08/2019

By order of Board of Directors
KAPASHI COMMERCIAL LIMITED

Shweta Samir Shah
Chairman & Managing Director
DIN: 03082967

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority letter, as applicable, issued on behalf of the nominating organization.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

2. Members/Proxies/Authorized representatives should bring the duly filled Attendance Slip enclosed herewith along with their copy of the Annual Report to attend the Meeting.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013. The Register of contract and arrangements in which the directors are interested under section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
6. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours up to the date of the Meeting.
7. Profile of the Directors seeking appointment / re-appointment, as required in terms of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is annexed to this Notice.
8. Members desirous of getting any information about the Accounts of the Company are requested to write to the Company at least seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent i.e. PurvaSharegistry (India) Pvt. Ltd No 9, Shiv Shakti Industrial Estate, Ground Floor, J R Boricha Marg, Opp Kasturba Hospital, Lower Parel East, Mumbai, Maharashtra-400011 for assistance in this regard.

10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact Purva Sharegistry (India) Pvt. Ltd No 9, Shiv Shakti Industrial Estate, Ground Floor, J R Boricha Marg, Opp Kasturba Hospital, Lower Parel East, Mumbai, Maharashtra, 400011 for assistance in this regard.
11. The Annual Report of the year 2018-19 of the Company circulated to the Members of the Company will be made available on the Company's website at www.kapashicommercial.com and also on the website of the respective Stock Exchanges at www.bseindia.com and the physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours and only on working days. Members who have not registered their e-mail addresses so far as requested to receive all communication including Annual Report, Notices, Circulars etc. from the Company electronically, may also registered their e-mail addresses.
12. Equity Shares of the Company are available for dematerialization, as the Company has entered into an agreement with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization services of its Equity Shares. Those Shareholders who wish to hold shares in electronic form may approach their Depository Participant. ISIN No. of the Company's Equity Share is INE017I01019.
13. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of members and share transfer books of the company will remain closed from Saturday, 21st September, 2019 to Saturday, 28th September 2019 (both days inclusive).
14. Any recipient of the Notice, who has no voting rights as on the Cut-off date i.e. 21st September, 2019 shall treat this Notice as intimation only.
15. The Route Map showing directions to reach the venue of the 34thAGM is annexed as per requirement of SS-2 on general meetings.

➤ **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, along with Regulation 44 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members' facility to exercise their right to vote at the 34thAnnual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the Meeting.

- I. The Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories as on 21st September, 2019(cut-off date) are entitled to vote on the resolutions set forth in this Notice.
- II. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 21st September, 2019shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Polling Paper at the AGM by following the procedure mentioned in this part.
- III. The e-voting facility is available at the link www.evotingindia.com.

- IV. The remote e-voting begins Wednesday on, 25thSeptember, 2019 (10:00 a.m.) and will end on Friday 27thSeptember, 2019 (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 i.e. 21st September, 2019 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above. The e-voting module shall be disabled by CDSL for voting thereafter.
- V. The Company has appointed Mr. Vishwas Sharma, Proprietor of Vishwas Sharma & Associates, Practicing Company Secretary (Membership No. ACS: 33017; COP No: 16942), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
- VI. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e.21st September, 2019 Members can opt for only one mode of voting, i.e., either by physical poll or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical poll will be treated as invalid.
- VII. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- VIII. Members who do not have access to remote e-voting facility have been additionally provided the facility of voting through Ballot paper. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- IX. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

THE PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:-

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on Shareholders.
3. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on

	Postal Ballot /Attendance Slip indicated in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> 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).

7. After entering these details appropriately, click on "SUBMIT" tab.
8. 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - A. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - B. 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.
 - C. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - D. 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.
 - E. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - F. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - G. 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.
 - H. Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
 - I. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, 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 mailed to helpdesk.evoting@cdslindia.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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- J. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

The Scrutinizer shall immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favor or against if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.kapashicommercial.com** and shall also be communicated to Stock Exchanges where the shares of the Company are listed in pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

Registered Office

8, Neelkanth Shopping
Center Chs Ltd,
Plot No 72/4 Cama Lane
& M.G. Road Junction,
Ghatkopar (West)
Mumbai 400086

Place: Ahmedabad
Dated: 12/08/2019

By order of Board of Directors
KAPASHI COMMERCIAL LIMITED

Shweta Samir Shah
Chairman & Managing Director
DIN: 03082967

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

NAME OF DIRECTORS	MAHENDRABHAI GULABDAS PATEL
DIN	00104706
Date of Birth	26/01/1954
Date of Appointment	20/07/2018
Qualification and experience in specific functional area	B.COM
Directorship held in other companies*	LINCOLN PHARMACEUTICALS LTD
Membership / Chairmanships of Committee in other Public Companies	1
Number of shares held in the company	1,48,494
Relationship with any Director(s) of the Company	Mr. Mahendra G. Patel is father of Mr. Munjal M. Patel

*Pvt. Companies excluded

Registered Office

8, Neelkanth Shopping
Center Chs Ltd,
Plot No 72/4 Cama Lane
& M.G. Road Junction,
Ghatkopar (West)
Mumbai 400086

Place: Ahmedabad
Dated: 12/08/2019

By order of Board of Directors
KAPASHI COMMERCIAL LIMITED

Shweta Samir Shah
Chairman & Managing Director
DIN: 03082967

DIRECTOR'S REPORT

To,
**THE MEMBER OF
KAPASHI COMMERCIAL LIMITED**

Your Directors have pleasure in presenting Thirty Fourth Annual report on the affairs of the Company together with the Audited Statement of Accounts for the year ended on 31st March, 2019.

1. FINANCIAL PERFORMANCE

The operations of the Company have shown increase in trend as compared to the previous year. The Company has earned total income of Rs. **5,429,043/-** during the year under report as compared to Rs. **4,430,835/-** during the previous year reflecting an increase of **22.53%** over the previous year.

➤ The financial summary or highlights;

Particulars	Year Ended 31.03.2019	Year Ended 31.03.2018
Total Income from Operation	5,429,043	4,430,835
Profit before Interest & finance charges, depreciation & taxation	2,350,971	2,411,459
Less: Interest & finance Charges	1,021,960	-
Operating profit before depreciation & taxation	1,329,011	2,411,459
Less: Depreciation, amortization & impairment of asset	-	-
Profit before Exceptional Items	1,329,011	2,411,459
Add: Exceptional Items	-	-
Less: Provision for earlier Years	-	-
Profit before taxation	1,329,011	2,411,459
Less: Current Tax	455,000	850,000
Less: Prior year Tax Provisions	1,752,712	-
Less: Deferred Tax Liability	-	-
Profit after taxation	(878,701)	1,561,459
Add: Balance brought forward	(58,208,540)	(59,457,707)
Profit available for appropriation	(59,087,241)	(57,896,248)
Less: Appropriation:	-	-
Transfer to Special Reserve u/s. 45I of RBI Act.	-	312,292
Transfer to General Reserve	-	-
Interim Dividend	-	-
Tax on Interim Dividend	-	-
Proposed Dividend	-	-
Provision for Tax on Proposed Dividend	-	-
Less: Additional depreciation charged due to change in useful life	-	-
Balance carried forward to Balance Sheet	(59,087,241)	(58,208,540)

2. DIVIDEND

Since the Company incurred loss during the year ended on 31st March, 2019, the Board of Directors has not recommended any dividend for the year.

3. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed dividend, the provisions of Section 125 of the Companies Act, 2013 do not apply.

4. TRANSFER TO RESERVES

During the year under review, the Company has not transferred any amount to reserves.

5. CHANGE IN THE NATURE OF THE BUSINESS

During the year, there is no change in the nature of the business of the Company.

6. PUBLIC DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the period under review. Hence, the requirement for furnishing the details of deposits which are not in compliance with Chapter V of the Act is not applicable.

7. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

8. BOARD OF DIRECTORS:

(a) Composition of Board

Name of Directors	Designation	Category	No. of Board Meeting held during the year	No. of Board Meeting attended during the year
Mr. Sevantilal S. Kapashi (Upto 27th August, 2018.)	Whole time Director	Promoter Executive	9	4
Mr. Paresh S. Kapashi (Upto 20th July, 2018)	Director	Promoter Non-Executive	9	3
Mr. Nimish I. Kapashi (Upto 20th July, 2018.)	Director	Promoter Non-Executive	9	3
Ms. Varsha P.Dalal (Upto 27th August, 2018.)	Independent Director	Independent Director	9	4
Ms. Amita R.Shah (Upto 11th May, 2018.)	Independent Director	Non-Executive Independent Director	9	1
Ms. Bindu D. Mehta (Upto 27th August, 2018.)	Additional Director	Independent Non Executive	9	4
Mr. Indukumar S. Kapashi (Upto 20th July, 2018.)	Whole time Director	Promoter Executive	9	3
Mrs. Shweta Samir Shah (w.e.f 20th July, 2018)	Managing Director	Promoter Executive	9	7
Mr. Munjal M. Patel (w.e.f 20th July, 2018)	Director	Promoter Non Executive	9	6
Mr. Mahendrabhai G. Patel (w.e.f 20th July, 2018)	Director	Promoter Non Executive	9	7
Mr. Jayeshkumar R. Shah (w.e.f 7th September , 2018)	Director	Independent Non Executive	9	5
Mr. Raxeshbhai C. Satia (w.e.f 27th August, 2018)	Director	Independent Non Executive	9	6

(b) Changes in the Board during the year:

The Board of Directors of the Company is duly constituted. During the year under review, the following changes have been made in the Board of Directors.

During the year Following Appointments were made:

- The Board of Directors appointed Mrs. Shweta Samir Shah (DIN: 03082967) as a Managing Director for five consecutive years with effect from 20th July, 2018.
- The Board of Directors appointed Mr. Mahendrabhai Gulabdas Patel (DIN: 00104706) as an Additional Director to with effect from 20th July, 2018 and shareholders in their meeting held on 29.09.2018 appointed him as director of the company.
- The Board of Directors appointed Mr. Munjal Mehendrabhai Patel (DIN: 02319308) as an Additional director with effect from 20th July, 2018 and shareholders in their meeting held on 29.09.2018 appointed him as director of the company.
- The Board of Directors appointed Mr. Raxeshbhai Chandravadan Satia (DIN: 00577822) as an Independent Director for with effect from 27th August, 2018 and shareholders in their meeting held on 29.09.2018 appointed him as an independent director of the company for 5 years
- The Board of Directors appointed Mr. Jayeshkumar Rasiklal Shah (DIN: 08218502) as an Independent Director with effect from 7th September, 2018 and shareholders in their meeting held on 29.09.2018 appointed him as an independent director of the company for 5 years

During the year Following Resignations were made:

- Mr. Sevantilal S. Kapashi resigned from the Directorship of the Company with effect from 27th August, 2018.
- Mr. Paresh S. Kapashi resigned from the Directorship of the Company with effect from 20th July, 2018.
- Mr. Nimish I. Kapashi resigned from the Directorship of the Company with effect from 20th July, 2018.
- Ms. Varsha P. Dalal resigned from the Directorship of the Company with effect from 27th August, 2018.
- Ms. Amita R. Shah resigned from the Directorship of the Company with effect from 11th May, 2018.
- Ms. Bindu D. Mehta resigned from the Directorship of the Company with effect from 27th August, 2018.
- Mr. Indukumar S. Kapashi resigned from the Directorship of the Company with effect from 20th July, 2018.

(c) Retirement by rotation

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Mahendrabhai Gulabdas Patel (DIN: 00104706) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for reappointment. Your Directors recommend her reappointment.

(d) NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR

During the year 2018-19, the Board of Directors met Nine (9) times. on 11th May, 2018; 21st May, 2018; 20th July, 2018; 27th August, 2018; 13th November, 2018; 5th February, 2019; 13th February 2019; 14th March, 2019 and 29th March, 2019 in respect of said meetings proper notices were given and proceedings were properly recorded and signed in the Minute Book maintained for the purpose.

9. KEY MANAGERIAL PERSONNEL

The Board of Directors accepted the resignation of Mr. Indukumar S. Kapashi on 20th July, 2018 from the post of Whole time Director of the Company and resignation of Mr. Sevantilal S. Kapashi on 27th August, 2018 from the post of Whole time Director of the Company . Further, pursuant to the provisions of section 203 of the Companies Act, 2013, the Board of Directors appointed Mrs. Shweta Samir Shah as a Managing Director of the company with effect from 5th February, 2019.

The Board of Directors accepted the resignation of Ms. Nandini Paresh Kapashi from the post of Chief Financial Officer of the Company with effect from closing of working hours on 31st July, 2018. Further, pursuant to the provisions of section 203 of the Companies Act, 2013, the Board of Directors appointed Mrs. Rajasvee Shah as a Chief Financial Officer of the company with effect from 5th February, 2019.

The Board of Directors accepted the resignation of Ms. Pooja Paresh Bagwe from the post of Company Secretary & Compliance Officer of the Company with effect from closing of working hours on 31st July, 2018. Further, pursuant to the provisions of section 203 of the Companies Act, 2013, the Board of Directors appointed Ms. Pinaj Jain as a Company Secretary & Compliance Officer of the company with effect from 5th February, 2019.

As on the date of this report, the following are the key Managerial Personnel of the company:

1. Mrs. Shweta Samir Shah, Managing Director.
2. Mrs. Rajasvee Shah, Chief Financial Officer.
3. Ms. Pinaj Jain, Company Secretary & Compliance Officer.

10. DECLARATIONS BY INDEPENDENT DIRECTORS

All the Independent Directors of the Company have given their declarations stating that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and in the opinion of the Board, the Independent directors meet the said criteria.

11. INDEPENDENT DIRECTORS' MEETING

The Independent Directors met on March 29, 2019 to discuss the performance evaluation of the Board, Committees, Chairman and the individual Directors.

The Independent Directors reviewed the performance of the non-independent Directors and Board as whole. The performance of the Chairman taking into account the views of executive Directors and non-executive Directors and assessed the quality, quantity and timeline of flow of information between company management and Board.

12. STATEMENT ON FORMAL ANNUAL EVALUATION OF BOARD

Nomination and Remuneration Committee annually evaluates the performance of individual Directors, Committees, and of the Board as a whole in accordance with the formal system adopted by it. Further, the Board also regularly in their meetings held for various purposes evaluates the performance of all the Directors, committees and the Board as a whole. The Board considers the recommendation made by Nomination and Remuneration Committee in regard to the evaluation of board members and also tries to discharge its duties more effectively. Each Board member's contribution, their participation was evaluated and the domain knowledge they bring. They also evaluated the manner in which the information flows between the Board and the Management and the manner in which the board papers and other documents are prepared and furnished.

13. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(3) (c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) in the preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2019 and of the profit and loss of the company for that period;
- (iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) The directors had prepared the annual accounts on a going concern basis; and
- (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 systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. STATUTORY AUDITORS

M/s. J. T. Shah & Co., Chartered Accountants, having registration number FRN No. 109616W were appointed as Statutory Auditors of the Company by board of directors with effect from 5th february, 2019 to fill the casual vacancy caused by the resignation of M/s. K.S. Maheshwari & Co. Further, their appointment as statutory auditor was ratified and approved by the member of the company through Postal Ballot on 20th April, 2019. Further, it is proposed to appoint M/s. J. T. Shah & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of 34th Annual General Meeting (AGM) till the conclusion of the 39th Annual General Meeting of the Company to be held in the year 2024.

There are no qualifications, reservations or adverse remarks made by M/s. J. T. Shah & Co., Chartered Accountants, the Statutory Auditors of the Company, in their report. The observations made by the Statutory Auditors in their report for the financial period ended 31st March, 2019 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

15. SECRETARIAL AUDITOR

M/s Khandelwal Devesh & Associates, Company Secretaries, Ahmedabad were appointed as Secretarial Auditor of the Company to conduct secretarial audit pursuant to the provisions of Section 204 of the Companies Act, 2013. The secretarial audit of the Company has been conducted on a concurrent basis in respect of the matters as set out in the said rules and Secretarial Audit Report given by M/s Khandelwal Devesh & Associates, Company Secretaries, Secretarial Auditor of the Company forms part of this report and is marked as **Annexure-"A"**.

The said report contains observation or qualification certain observation and qualification which are mentioned her under.

- a. ***The company failed to appoint a whole time Company Secretary and Chief financial officer within a period of 6 months under the provision of Section 203 of the Companies Act, 2013 to fill the Casual Vacancy caused due to resignation of Ms. Pooja Paresh Bagwe as a whole time Company Secretary and Ms. Nandani Kapashi as a Chief Financial Officer w.e.f closing of working hours on 31st July, 2018. However the Company has appointed Ms. Pinaj Jain as a Company secretary and Mrs. Rajasvee Shah as Chief Financial Officer w.e.f 5th February 2019.***
- The Board of Directors of your Company would like to explain on the said observation relating to non- appointment of Company Secretary and Chief Financial Officer that there was change of management during the year in terms of SEBI (SAST) Regulations, 2011 and therefore the Company Secretary and Chief Financial Officer appointed by the Old Management Resigned From their respective Post. Thereafter, the Board of Directors was in search of a suitable candidate for such post after resignation and appointed Mrs. Rajasvee Shah as Chief Financial Officer and appointed Ms. Pinaj Jain as whole time Company Secretary and Compliance Officer in the board meeting held on 05th February, 2019. It is to be noted that in terms of the provision of Section 203 of the Companies Act, 2013, if the office of any whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy. Further the Board has Appointed Chief Financial Officer and whole time Company Secretary on 05th February, 2019 and there was a delay by mere 4 days.
- b. ***The Company failed to appoint a whole time Company Secretary as Compliance Officer, in terms of Regulations 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, However the Company has appointed Ms. Pinaj Jain as a Company secretary and compliance officer w.e.f 5th February 2019.***
- The Board of Directors of your Company would like to explain on the said observation relating to non- appointment of Company Secretary as a Compliance Officer that there was change of management during the year in terms of SEBI (SAST) Regulations, 2011 and therefore the Company Secretary as a Compliance Officer appointed by the Old Management Resigned from the Post. Thereafter, the Board of Directors was in search of a suitable candidate for such post after resignation. The board had appointed Ms. Pinaj Jain as whole time Company Secretary and Compliance Officer in the board meeting held on 05th February, 2019 and made default as good.

16. COST AUDITORS

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is **not applicable** to the Company.

17. ADOPTION OF NEW SET OF MOA

The Company has adopted new set of Memorandum of Association by obtaining shareholders' approval through Postal ballot on April 20, 2019.

18. ADOPTION OF NEW SET OF AOA

The Company has adopted new set of Article of Association by obtaining shareholders' approval through Postal ballot on April 20, 2019.

19. CHANGE IN REGISTERED OFFICE WITHIN THE STATE

The registered office of the company was shifted from **Nishuvi, 4th Floor, 75 DR A BRD, Worli, Mumbai- 400018** to **Office No 08, Neelkanth Shopping Center Chs Ltd, plot no. 72/4, Cama Lane & M.G. Road Junction Ghotkopar (West), Mumbai 400086** which falls within the same local limit of

City of Mumbai within the same State of Maharashtra with the consent of the board of directors in their meeting w. e. f. 14th March, 2019 .

20. INCREASE IN AUTHORISED SHARE CAPITAL

The Authorized share capital of the Company has been increased from Rs. 1,00,00,000/- (one crore only) consisting of 10,00,000 (Ten lakh) Equity Shares of Rs 10/- each TO Rs. 2,50,00,000/- (Two crore fifty lakh only) consisting of 25,00,000 (Twenty five lakh) Equity Shares of Rs 10/- each by obtaining shareholders' approval through Postal ballot on April 20, 2019.

21. INCREASE IN ISSUED, SUBSCRIBED& PAID-UP SHARE CAPITAL

The paid up Equity Share Capital of the Company is increased from 1,00,00,000/- (one crore only) toRs. 2,50,00,000 /- (Two crore fifty lakh only).

The Company has issued and allotted 15, 00,000 Equity Shares of Rs.10/- (Rupee Ten only) each as Bonus Shares in the proportion of 3 (Three) New Equity Shares for every 2 (Two) existing Equity Shares on 16th May 2019.

22. POSTAL BALLOT

During the year, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s) or re-enactment(s) made thereunder), your Company passed the following resolution through postal ballot as per the details below

Date of Postal ballot Notice: 14th March, 2019

Date of declaration of result: 22nd April, 2019

Voting period: 22/03/2019 to 20/04/2019

Name of resolution	Type of resolution	No. of votes polled	Votes cast in favor		Votes cast against	
			No. of votes	%	No. of votes	%
Adoption of New Set Of Memorandum of Association of the Company	Special	606675	606674	100	1	0
Adoption of New Set of Articles of Association of the Company	Special	606675	606674	100	1	0
To Consider Increase in Authorised Share Capital of the Company	Ordinary	606675	606674	100	1	0
Issue of Bonus Shares	Ordinary	606675	606674	100	1	0
Appointment of Statutory Auditors to Fill Casual Vacancy	Ordinary	606675	606674	100	1	0
Appointment of Mrs. Shweta Samir Shah (DIN: 03082967) as a Managing Director of The Company for a Period of 5 (Five) Years	Ordinary	606675	606674	100	1	0
Shifting of the Registered Office From the State of Maharashtra to the State of Gujarat	Special	606675	606673	100	2	0

23. LISTING

The equity shares of the Company are listed on of BSE and the Company has paid the annual listing fees for the year 2019-20.

24. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY:

- i. the steps taken or impact on conservation of energy : **Nil**
- ii. the steps taken by the company for utilizing alternate sources of energy : **None**
- iii. the capital investment on energy conservation equipments : **Nil**

B. TECHNOLOGY ABSORPTION

- i. the efforts made towards technology absorption : **None**
- ii. the benefits derived like product improvement, cost reduction, product development or import Substitution: **None**
- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - a) The details of technology imported: **None**
 - b) The year of import: **N.A.**
 - c) Whether the technology been fully absorbed: **N.A.**
 - d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: **N.A**
 - e) The expenditure incurred on Research and Development: **Nil**

C. FOREIGN EXCHANGE EARNING & OUTGO :

- i. Foreign Exchange Earning : **NIL**
- ii. Foreign Exchange Outgo : **NIL**

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to section 186(11) of the Companies Act, 2013 ("the Act"), the provisions relating to disclosure in the Financial Statements of the full particulars of the loans made and guarantees given or securities provided is **not applicable** to the company.

26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

During the year, The Company has no material significant transactions with its related parties which may have potential conflict with the interest of the Company at large.

27. EXTRACT OF ANNUAL RETURN:

The extract of the Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 in **Form MGT-9** is appended here in **Annexure "B"** to this Report.

28. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

29. **AUDIT COMMITTEE:**

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section.

➤ **The details of composition of Audit Committee are as follows :**

Name of the Directors	Designation	Category	Number of meeting entitled to be attended	Number of meeting attended
Ms. Bindu Divyesh Mehta*	Chairperson	Independent Director	2	2
Ms. Varsha P. Dalal*	Member	Independent Director	2	2
Mr. Sevantilal S. Kapashi*	Member	Whole time director	2	2
Mr. Raxeshbhai C.Satia**	Chairperson	Independent Director	2	2
Mrs. Shweta Samir Shah**	Member	Promoter Executive	2	2
Mr. Jayeshkumar Rasiklal Shah***	Member	Independent Director	2	2

* Ceased to be Chairperson & Member of committee w.e.f 27.08.2018

**Inducted to be Chairperson & Member of committee w.e.f 27.08.2018

***Inducted to be Member of committee w.e.f 07.09.2018

The Board of Directors of the company vides resolution passed on 27.08.2018 approved the reconstitution of Audit Committee. The Composition of Audit Committee consists of Mr. Raxeshbhai C. Satia- Chairman, Mrs. Shweta Samir Shah – Member and Mr. Jayeshkumar Rasiklal Shah - Member.

The broad terms of reference of the Audit Committee are as under:

- Reviewing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
- Recommending the appointment, remuneration and terms of appointment of external Auditor.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the company with related parties.
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Monitoring the end use of funds raised through public offers and related matters.
- Reviewing with management the Annual financial statements and half yearly and Quarterly financial results before submission to the Board.
- Reviewing periodically the adequacy of the internal control system.
- Discussions with Internal Auditor on any significant findings and follow up there on.

➤ **Meetings:**

During the Year 2018-2019, the Member of Audit Committee met Four times viz. on 21th May, 2018, 20th July, 2018 , 13th November ,2018 and 13th February, 2019.

30. **NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of Directors was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013. The composition of the Committee is in conformity with the provisions of the said section.

➤ **The details of composition of Nomination and Remuneration Committee are as follows:**

Name of the Directors	Designation	Category	Number of meeting held	Number of meeting attended
Ms. Bindu Divyesh Mehta*	Chairperson	Independent Director	3	2
Ms. Varsha P. Dalal*	Member	Independent Director	3	2
Mr. Raxeshbhai Chandravadan Satia**	Chairperson	Independent Director	3	2
Mr. Jayeshkumar Rasiklal Shah***	Member	Independent Director	3	2
Mr. Mahendrabhai Gulabdas Patel**	Member	Promoter Non- Executive	3	2

*Ceased to be Chairperson & Member of committee w.e.f 27.08.2018.

**Inducted to be chairperson & Member of the Committee w.e.f 27.08.2018.

***Inducted to be Member of committee w.e.f 07.09.2018

The Board of Directors of the company vides resolution passed on 27.08.2018 approved the reconstitution of Nomination and Remuneration Committee. The Composition of Nomination and Remuneration Committee consist of Mr. Raxeshbhai C. Satia - Chairman, Mr. Mahendrabhai Gulabdas Patel - Member and Mr. Jayeshkumar Rasiklal Shah - Member.

The broad terms of reference of the Nomination and Remuneration Committee are as under:

- Formulation of the criteria for determining the qualifications, positive attributes and independence of Director;
- Devising a policy on Board diversity;
- Formulation of Remuneration policy;
- Review the structure, size and composition of the Board;
- Identifying and selection of candidates for appointment as Directors;
- Identifying potential individuals for appointment as Key Managerial Personnel and Senior Management;
- Formulation of criteria for evaluation of Independent Directors and the Board.

➤ **Meetings:**

During the Year 2018-2019, the Member of Nomination and Remuneration Committee met three times on 20th July, 2018, 27th August, 2018 & 5th February, 2019.

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees. The said policy is available on company's website www.kapashicommercial.com.

31. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee is constituted in compliance with the requirements of Section 178 of the Companies Act, 2013. Company Secretary is the Compliance Officer, who acts as the Secretary to the Committee and the Members of the Committee are:

Sr.No.	Name of the Directors	Designation	Category
1	Ms. Varsha P.Dalal	Chairperson	Independent Director
2	Ms. Bindu Divyesh Mehta*	Member	Independent Director
3	Mr. Sevantilal S. Kapashi*	Member	Promoter Executive
4	Mr. Raxeshbhai C. Satia**	Chairperson	Independent Director
5	Mrs. Shweta Samir Shah**	Member	Promoter Executive
6	Mr. Jayeshkumar Rasiklal Shah***	Member	Independent Director

*Ceased to be Chairperson & Member of committee w.e.f 27.08.2018.

**Inducted as a chairperson & Member of the Committee w.e.f 27.08.2018.

***Inducted to be Member of committee w.e.f 07.09.2018

The Board of Directors of the company vide resolution passed on 27.08.2018 approved the reconstitution of Stakeholders Relationship Committee. The Composition of Nomination and Remuneration Committee consist of Mr. Raxeshbhai Chandravadan Satia- Chairman, Mrs. Shweta Samir Shah - Member and Mr. Jayeshkumar Rasiklal Shah - Member

32. Details of Investor's grievances/ Complaints:

The Company has not received any complaints during the year. The pending complaints of the Shareholders/Investors registered with SEBI at the end of the current financial year ended on 31st March, 2018 are **NIL**.

Ms. Pinaj Jain is the Compliance Officer of the Company for the above purpose.

33. COMPLIANCE

The Company has complied with the mandatory requirements as stipulated under the Listing Regulations. The Company has submitted the quarterly compliance status report to the stock Exchange within the prescribed time limit.

34. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) (e) of the Listing Regulations is given as an **Annexure "C"** to this report.

35. VIGIL MECHANISM/WHISTLER BLOWER POLICY

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has established vigil mechanism/Whistle Blower Policy for Directors and employees of the Company to report genuine concerns regarding unethical behavior, actual or suspected fraud or violation of the Company's code of conduct and ethics Policy. The said mechanism also provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The Board of Directors of the Company frequently reviews the vigil mechanism/whistle blower policy in order to ensure adequate safeguards to employees and Directors against victimization.

The said policy is also available on the website of the Company at www.kapashicommercial.com.

36. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

In order to prevent sexual harassment of women at work place the Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and during the year Company has not received any complaint of such harassment.

37. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial Controls with reference to Financial Statements. The Board has inter alia reviewed the adequacy and effectiveness of the Company's internal financial controls relating to its financial statements.

During the year, such Controls were tested and no reportable material weakness was observed

38. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

39. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which this financial statements relate and the date of this report.

40. SIGNIFICANT AND MATERIAL ORDER PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant and material order was passed by regulators or courts or tribunals impacting the going concern status and company's operations in future.

41. PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided in the Report as no remuneration is paid to any of the directors of the company nor any employee of the Company was in receipt of the remuneration exceeding the limits prescribed in the rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

42. STATEMENT REGARDING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

The Company does not have any Risk Management Policy or any statement concerning development and implementation of risk management policy of the company as the elements of risk threatening the Company's existence are very minimal.

43. COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARD - 1 AND SECRETARIAL STANDARD - 2:

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

44. CORPORATE GOVERNANCE

As per the provisions of SEBI (Listing Obligations and Disclosures requirement) Regulation, 2015, the annual report of the listed entity shall contain Corporate Governance Report and it is also further provided that if the Company is not having the paid up share capital exceeding Rs. 10 crores and Net worth exceeding Rs. 25 crores, the said provisions are not applicable. As our Company does not have the paid up share capital exceeding Rs. 10 crores and Net worth exceeding Rs. 25 crores, the Corporate Governance Report is **not applicable** and therefore not provided by the Board.

45. FINANCIAL CALENDAR

The Company expects to announce the unaudited/audited quarterly results for the year 2019-20 as per the following schedule:

First quarter: 2nd week of August, 2019
Half-yearly results: 2nd week of November, 2019
Third quarter: 2nd Week of February, 2020
Yearly Results: By end of May, 2020

ACKNOWLEDGEMENT

We thank our customers, vendors, dealers, investors, business associates and bankers for their continued support during the year. We place on record our appreciation of the contribution made by employees at all levels. Our resilience to meet challenges was made possible by their hard work, solidarity, co-operation and support.

**For and on behalf of the Board of Directors
KAPASHI COMMERCIAL LIMITED**

**Place: Ahmedabad
Dated: 12.08.2019**

**Shweta Samir Shah
Managing Director
DIN: 03082967**

**Mahendrabhai G. Patel
Director
DIN: 00104706**

ANNEXURE - "A"
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31STMARCH, 2019.

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

To,
The Members,
KAPASHI COMMERCIAL LIMITED
MUMBAI

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KAPASHI COMMERCIAL LIMITED (CIN: L51900MH1985PLC037452)**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2019** 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 thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing. (**not applicable to the company during the audit period**);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (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, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**not applicable to the company during the audit period**);

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ***(not applicable to the company during the audit period);***
- (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 (Delisting of Equity Shares) Regulations, 2009 ***(not applicable to the company during the audit period);***
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 ***(not applicable to the company during the audit period);***

I have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances of other specific applicable Acts, Laws and Regulations to the Company as mentioned hereunder;

- a) Reserve Bank of India Act, 1934 and rules made there under

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) 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 and subject to the following observations;

- a. ***The company failed to appoint a whole time Company Secretary and Chief financial officer within a period of 6 months under the provision of Section 203 of the Companies Act, 2013 to fill the Casual Vacancy caused due to resignation of Ms. Pooja Paresh Bagwe as a whole time Company Secretary and Ms. Nandani Kapashi as a Chief Financial Officer w.e.f closing of working hours on 31st July, 2018. However the Company has appointed Ms. Pinaj Jain as a Company secretary and Mrs. Rajasvee Shah as Chief Financial Officer w.e.f. 5th February 2019.***
- b. ***The Company failed to appoint a whole time Company Secretary as Compliance Officer, in terms of Regulations 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, However the Company has appointed Ms. Pinaj Jain as a Company secretary and compliance officer w.e.f. 5th February 2019.***

I 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.

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

Board takes decision by majority of directors while the dissenting directors' views are captured and recorded as part of the minutes.

I further report that:

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and guidelines.

I further report that during the audit period there were no other instances of:

- i. Public/Rights/Preferential issue of Shares/debentures/sweat equity.
- ii. Redemption/buy-back of securities.
- iii. Merger/ amalgamation/ reconstruction, etc.
- iv. Foreign technical collaborations.

**For Khandelwal Devesh&Associates
Company Secretaries**

Place: Ahmedabad

Date: 12.08.2019

**Devesh Khandelwal
Proprietor
FCS NO: 6897
COP NO: 4202**

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

ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members,
KAPASHI COMMERCIAL LIMITED
MUMBAI

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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 basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representations 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, and Standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Khandelwal Devesh & Associates
Company Secretaries

Place: Ahmedabad
Date: 12.08.2019

Devesh Khandelwal
Proprietor
FCS NO: 6897
COP NO: 4202

ANNEXURE - "B"**THE EXTRACT OF THE ANNUAL RETURN IN FORM MGT-9:**

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	L51900MH1985PLC037452
II.	Registration Date	11 th September, 1985
III.	Name of the Company	KAPASHI COMMERCIAL LIMITED
IV.	Category & Sub-Category of the Company	Company Limited by shares /Indian Non-Government Company
V.	Address of the Registered Office and contact details	8, Neelkanth Shopping Center Chs Ltd, Plot No 72/4 Cama Lane & M.G. Road Junction, Ghatkopar (West) Mumbai -400086. Tel:(022)24954236 Fax:(022)43005105 Email: admin@kcltd.co.in Website: www.kapashicommercial.com
VI.	Whether Listed Company	Yes, Listed on BSE Limited
VII.	Name, Address and Contact details of Registrar and Transfer Agent	PurvaSharegistry (India) Pvt. Ltd No. 9, Shiv Shakti Industrial Estate,Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital,Lower Parel, Mumbai- 400011. Tel.: 91-22-23016761/8261 Fax: 91-22-23012517 Email: busicomp@vsnl.com

II. PRINCIPAL BUSINESS ACTIVITIES

All the business activities contributing 10% or more of the total turnover of the Company.

SR. No.	Name and Description of main products	NIC Code of the Product	% to total turnover of theCompany
1.	Finance	65293	100%

III. PARTICULAR OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
	NIL	-	-	-	-

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

i) Category-wise Share Holding

A. Category Wise Shareholding									
Category Of Shareholders	No Of Shares held at the beginning of year				No Of Shares held at the end of year				% Change
	31/03/2018				30/03/2019				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individuals/ HUF	735446	0	735446	73.54	735446	0	735446	73.54	0.00
(b) Central Govt	0	0	0	0	0	0	0	0	0
(c) State Govt(s)	0	0	0	0	0	0	0	0	0
(d) Bodies Corp.	0	0	0	0	0	0	0	0	0
(e) Banks / FI	0	0	0	0	0	0	0	0	0
(f) Any Other....									
* DIRECTORS	0	0	0	0	0	0	0	0	0
* DIRECTORS RELATIVES	0	0	0	0	0	0	0	0	0
* PERSON ACTING IN CONCERN	0	0	0	0	0	0	0	0	0
Sub Total (A)(1):	735446	0	735446	73.54	735446	0	735446	73.54	0.00
(2) Foreign									
(a) NRI Individuals	0	0	0	0	0	0	0	0	0
(b) Other Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other....	0	0	0	0	0	0	0	0	0
Sub Total (A)(2):	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	735446	0	735446	73.54	735446	0	735446	73.54	0.00
B. Public Shareholding									

(1) Institutions									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks FI	0	0	0	0	0	0	0	0	0
(c) Central Govt	0	0	0	0	0	0	0	0	0
(d) State Govet(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)									
* U.T.I.	0	0	0	0	0	0	0	0	0
* FINANCIAL INSTITUTIONS	0	0	0	0	0	0	0	0	0
* I.D.B.I.	0	0	0	0	0	0	0	0	0
* I.C.I.C.I.	0	0	0	0	0	0	0	0	0
* GOVERNMENT COMPANIES	0	0	0	0	0	0	0	0	0
* STATE FINANCIAL CORPORATION	0	0	0	0	0	0	0	0	0
* QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0
* ANY OTHER	0	0	0	0	0	0	0	0	0
* OTC DEALERS (BODIES CORPORATE)	0	0	0	0	0	0	0	0	0
* PRIVATE SECTOR BANKS	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	2481	0	2481	0.25	1841	0	1841	0.18	-0.06
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.	18867	2850	21717	2.17	7311	2250	9561	0.96	-1.22

1 lakh									
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	178156	0	178156	17.82	132902	0	132902	13.29	-4.53
(c) Others (specify)									
* UNCLAIMED OR SUSPENSE OR ESCROW ACCOUNT	0	0	0	0	0	0	0	0	0
* IEPF	0	0	0	0	0	0	0	0	0
* LLP	0	0	0	0	2466	0	2466	0.25	0.25
* FOREIGN NATIONALS	0	0	0	0	0	0	0	0	0
* QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0
* ALTERNATE INVESTMENT FUND	0	0	0	0	0	0	0	0	0
* N.R.I.	0	0	0	0	0	0	0	0	0
* FOREIGN CORPORATE BODIES	0	0	0	0	0	0	0	0	0
* TRUST	0	0	0	0	0	0	0	0	0
* HINDU UNDIVIDED FAMILY	62200	0	62200	6.22	109286	0	109286	10.93	4.71
* EMPLOYEE	0	0	0	0	0	0	0	0	0
* CLEARING MEMBERS	0	0	0	0	8498	0	8498	0.85	0.85
* DEPOSITORY RECEIPTS	0	0	0	0	0	0	0	0	0
* OTHER DIRECTORS & RELATIVES	0	0	0	0	0	0	0	0	0
* MARKET MAKERS	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):	261704	2850	264554	26.46	262304	2250	264554	26.46	0.00
Total Public Shareholding (B) = (B)(1)+(B)(2)	261704	2850	264554	26.46	262304	2250	264554	26.46	0.00
C. TOTSHR held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
GrandTotal(A + B + C)	997150	2850	1000000	100	997750	2250	1000000	100	0

(ii) Shareholding of Promoters

SL No.	Shareholder's Name	Share Holding at the beginning of the year			Share Holding at the end of the year			% change in share holding during the year
		31/03/2018			30/03/2019			
		No of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of Total Shares of the company	% of Shares Pledged / Encumbered to total shares	
1	NIMISH KAPASHI	155850	15.58	0.00	0	0.00	0.00	-15.58
2	PARESH KAPASHI	111150	11.12	0.00	0	0.00	0.00	-11.12
3	NANDINI PARESH KAPASHI	109200	10.92	0.00	0	0.00	0.00	-10.92
4	SEVANTIBHAI KAPASHI	80202	8.02	0.00	0	0.00	0.00	-8.02
5	INDUBHAI KAPASHI	72494	7.25	0.00	0	0.00	0.00	-7.25
6	BHAKTI N KAPASHI	60950	6.10	0.00	0	0.00	0.00	-6.10
7	SEJAL INDUBHAI KAPASHI	46000	4.60	0.00	0	0.00	0.00	-4.60
8	NITINA KAPASHI	43500	4.35	0.00	0	0.00	0.00	-4.35
9	SUSHILABEN KAPASHI	32500	3.25	0.00	0	0.00	0.00	-3.25
10	PARESH SEVANTILAL KAPASHI	23600	2.36	0.00	0	0.00	0.00	-2.36
11	MUNJAL MAHENDRABHAI PATEL	0	0.00	0.00	297002	29.70	0.00	29.70
12	SHWETA SAMIRBHAI SHAH	0	0.00	0.00	289950	29.00	0.00	29.00
13	MAHENDRABHAI GULABDAS PATEL	0	0.00	0.00	148494	14.85	0.00	14.85

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

	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
Indukumar Shantilal Kapashi				
At the beginning of the year	72494	7.25	72494	7.25
Sell on 13-07-2018	72494	7.25	-	-
At the End of the year	0	0.00	0	0.00
Paresh Kapashi				
At the beginning of the year	111150	11.11	111150	11.11

Sell on 13-07-2018	111150	11.11		
At the End of the year	0	0.00	0	0.00
Nimish Kapashi				
At the beginning of the year	155850	15.59	155850	15.59
Sell on 13-07-2018	155850	15.59		
At the End of the year	0	0	0	0.00
Nandini Paresh Kapashi				
At the beginning of the year	109200	10.92	109200	10.92
Sell on 13-07-2018	109200	10.92	-	-
At the End of the year	0	0.00	0	0.00
SEVENTIBHAI KAPASHI				
At the beginning of the year	80202	8.02	80202	8.02
Sell on 13-07-2018	80202	8.02	-	-
At the End of the year	0	0.00	0	0.00
BHAKTI N KAPASHI				
At the beginning of the year	60950	6.10	60950	6.10
Sell on 13-07-2018	60950	6.10	-	-
At the End of the year	0	0.00	0	0.00
SEJAL INDUBHAI KAPASHI				
At the beginning of the year	46000	4.60	46000	4.60
Sell on 13-07-2018	46000	4.60	-	-
At the End of the year	0	0.00	0	0.00
NITINA KAPASHI				
At the beginning of the year	43500	4.35	43500	4.35
Sell on 13-07-2018	43500	4.35	-	-
At the End of the year	0	0.00	0	0.00
SHUSHILABEN KAPASHI				
At the beginning of the year	32500	3.25	32500	3.25
Sell on 13-07-2018	32500	3.25	-	-
At the End of the year	0	0.00	0	0.00
PARESH SEVENTILAL KAPASHI				
At the beginning of the year	23600	2.36	23600	2.36
Sell on 13-07-2018	23600	2.36	-	-
At the End of the year	0	0.00	0	0.00
MUNJAL MAHENDRABHAI PATEL				
At the beginning of the year	0	0.00	0	0.00
Purchase on 13-07-2018	297002	29.70	-	-
At the End of the year	297002	29.70	297002	29.70
SHWETA SAMIR SHAH				
At the beginning of the year	0	0.00	0	0.00
Purchase on 13-07-2018	289950	29.00	-	-
At the End of the year	289950	29.00	289950	29.00
MAHENDRABHAI GULABDAS PATEL				
At the beginning of the year	0	0.00	0	0.00
Purchase on 13-07-2018	148494	14.85	-	-
At the End of the year	148494	14.85	148494	14.85

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

	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
1. MITESH JAGDISH PARIKH				
At the beginning of the year	60,000	6.00	60,000	2.40
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc):	No Change During the year			
At the End of the year	60,000	2.40	60,000	2.40
2. ROOPESH CHAITANYA				
At the beginning of the year	47350	1.89	47350	1.89
Sell on 06-07-2018	15000	0.60	32350	1.29
Sell on 27-07-2018	32350	1.29	-	-
At the End of the year	0	0.00	0	0.00
3. SANJAY R KOTHARI				
At the beginning of the year	43000	1.72	43000	1.72
Sell on 17-08-2018	43000	1.72	-	-
At the End of the year	0	0.00	0	0.00
4. SHOBHA S KOTHARI				
At the beginning of the year	42904	1.72	42904	1.72
Sell on 31/08/2018	42904	1.72	-	-
At the End of the year	0	0.00	0	0.00
5. SUNIL R KOTHARI				
At the beginning of the year	25000	1.00	25000	1.00
Sell on 24-08-2018	25000	25000		
At the End of the year	0	0.00	0	0.00
6. PREMILABEN NAGINBHAI SHAH				
At the beginning of the year	19902	0.80	19902	0.80
Sell on 22-02-2019	19902	0.80	-	-
At the End of the year	0	0.00	0	0.00
7 RASILA VINODRAY MEHTA				
At the beginning of the year	6300	0.25	6300	0.25
Sell on 29-06-2018	6300	0.25	-	-
At the End of the year	0	0.00	0	0.00
8. JASHVANTI HASMUKHLAL KAPASHI				
At the beginning of the year	4000	0.16	4000	0.16
Sell on 21-09-2018	4000	0.16	-	-
At the End of the year	0	0.00	0	0.00
9. RAJAN H KAPASHI				
At the beginning of the year	3950	0.16	3950	0.16
Sell on 21-09-2018	3950	0.16	-	-

At the End of the year	0	0.00	0	0.00
10. DIVYESH V MEHTA				
At the beginning of the year	2200	0.09	2200	0.09
Sell on 29-06-2018	2200	0.09	-	-
At the End of the year	-	-	-	-
11. INDRAVADAN MEHTA				
At the beginning of the year	0	0.00	0	0.00
Purchase on 05-10-2018	65004	2.60	65004	2.60
Sell on 29-03-2019	4	0.00	65000	2.60
At the End of the year	65000	2.60	65000	2.60
12. AMISHABEN MANISHBHAI MEHTA				
At the beginning of the year	0	0.00	0	0.00
Purchase on 29-09-2018	33500	1.34	33500	1.34
At the End of the year	33500	1.34	33500	1.34
13. RAKHI NIRAJ SHAH				
At the beginning of the year	0	0.00	0	0.00
Purchase on 22-02-2019	19902	0.80	19902	0.80
At the End of the year	19902	0.80	19902	0.80
14. KAMLESH JAYANTILAL PATEL				
At the beginning of the year	0	0.0	0	0.00
Purchase on 10-08-2018	14500	0.58	14500	0.58
At the End of the year	14500	0.58	14500	0.58
15. BAHVESH NATAVARLAL SHETH				
At the beginning of the year	0	0.00	0	0.00
Purchase on 13-07-2018	4000	0.16	4000	0.16
Purchase on 24-08-2018	6200	0.25	10200	0.41
Purchase on 31-08-2018	4053	0.16	14253	0.57
At the End of the year	14253	0.57	14253	0.57
16. JAEYSH NATAVARLAL SHETH				
At the beginning of the year	0	0.00	0	0.00
Purchase on 13-07-2018	3575	0.14	3575	0.14
Purchase on 24-08-2018	6200	0.25	9775	0.39
Purchase on 31-08-2018	4447	0.18	14222	0.57
At the End of the year	14222	0.57	14222	0.57
17. NILESH NATAVARLAL SHETH				
At the beginning of the year	0	0.00	0	0.00
Purchase on 13-07-2018	4000	0.16	4000	0.16
Purchase on 24-08-2018	2012	0.08	6012	0.24
Purchase on 31-08-2018	4599	0.18	10611	0.42
At the End of the year	10611	0.42	10611	0.42
18. AJAY NATAVARLAL SHETH				
At the beginning of the year	0	0.00	0	0.000
Purchase on 13-07-2018	4000	0.16	4000	0.16
Purchase on 24-08-2018	6200	0.25	10200	0.41
At the End of the year	10200	0.41	10200	0.41

19.ANS PVT LIMITED				
At the beginning of the year				
Purchase on 29-06-2018	30	0.00	30	0.00
Purchase on 06-07-2018	8510	0.34	8540	0.34
Purchase on 01-08-2018	17150	0.69	25690	1.03
Purchase on 24-08-2018	43140	1.73	68830	2.75
Purchase on 31-08-2018	29699	1.19	98529	3.94
Sell on 14-09-2018	6	0.00	98523	3.94
Purchase on 21-09-2018	8947	0.36	107470	4.30
Sell on 29-09-2018	33500	1.13	73970	2.96
Sell on 05-10-2018	64018	2.56	9952	0.40
Purchase on 02-11-2018	1014	0.04	10966	0.44
Sell on 30-11-2018	2	0.00	10964	0.44
Sell on 07-12-2018	1	0.00	10963	0.44
Sell on 14/12/2018	147	0.01	10816	0.43
Sell on 21/12/2018	53	0.00	10763	0.43
Purchase on 28/12/2018	200	0.01	10963	0.44
Sell on 31/12/2018	2468	0.10	8497	0.34
Sell on 04-01-2019	1	0.00	8496	0.34
Purchase on 08-03-2019	2	0.00	8498	0.34
At the End of the year	8498	0.34	8498	0.34

v) Shareholding of Directors and Key Managerial Personnel:

	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
SHWETA SAMIRBHAI SHAH				
At the beginning of the year	-	-	-	-
Purchase on 13-07-2018	289950	29.00	289950	29.00
At the End of the year	289950	29.00	289950	29.00
RAJASVEE SANDIPBHAI SHAH				
At the beginning of the year	-	-	-	-
At the End of the year	-	-	-	-
MAHENDRABHAI GULABDAS PATEL				
At the beginning of the year	-	-	-	-
Purchase on 13-07-2018	148494	14.85	148494	14.85
At the End of the year	148494	14.85	148494	14.85
RAXESHBHAI CHANDRAVADAN SATIA				
At the beginning of the year	-	-	-	-
At the End of the year	-	-	-	-
MUNJAL MAHENDRABHAI PATEL				
At the beginning of the year	-	-	-	-
Purchase on 13-07-2018	297002	29.70	297002	29.70

At the End of the year	297002	29.70	297002	29.70
JAYESHKUMAR RASIKLAL SHAH				
At the beginning of the year	-	-	-	-
At the End of the year	-	-	-	-
PINAJ JAIN*				
At the beginning of the year	-	-	-	-
At the End of the year	-	-	-	-

*Appointed as CS w.e.f 5th February, 2019.

V. 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	Nil	Nil	Nil	Nil
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year	Nil		Nil	
• Addition		2,90,15,000		2,90,15,000
• Reduction		-		-
Net Change		2,90,15,000		2,90,15,000
Indebtedness at the end of the financial year	Nil		Nil	
i) Principal Amount		2,90,15,000		2,90,15,000
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	Nil	2,90,15,000	Nil	2,90,15,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN	Particulars of Remuneration	Name of MD/WTD/ Manager	
		Shweta S. Shah Managing Director	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in Section 17 (1) of the Income-Tax Act, 1961	0.00	0.00
	(b) Value of Perquisites under Section 17 (2) Income-Tax Act,1961	0.00	0.00
	(c) Profits in lieu of salary under Section 17 (3) Income-Tax Act, 1961	0.00	0.00
2	Stock Option	0.00	0.00
3	Sweat Equity	0.00	0.00
4	Commission - as % of profit - others specify	0.00	0.00
5	Others, please specify	0.00	0.00
	Total (A)	0.00	0.00

B. Remuneration to other directors:

SN	Particulars of Remuneration	Name of Directors				Total Amount
		Mahendra G. Patel (Director)	Munjal M. Patel (Director)	Raxesh C. Satia (Independent Director)	Jayesh R. Shah (Independent Director)	
1	Independent Directors					
	Fee for attending board / committee meetings	0.00	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00	0.00
	Total (1)	0.00	0.00	0.00	0.00	0.00
2	Other Non-Executive Directors					
	Fee for attending board / committee meetings	0.00	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00	0.00
	Total (2)	0.00	0.00	0.00	0.00	0.00
	Total (B) = (1+2)	0.00	0.00	0.00	0.00	0.00

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel					Total Amount
		CEO	Ms. Pooja Bagwe (Company Secretary)*	Ms. Pinaj Jain (Company Secretary)**	Mrs. Nandini Kapashi (Chief financial officer)#	Mrs. Rajasvee Shah (Chief financial officer)##	
1	Gross salary						
	(a) Salary as per provisions contained in Section 17 (1) of the Income-Tax Act, 1961	0.00	42,000	22,000	0.00	0.00	64,000
	(b) Value of Perquisites under Section 17 (2) Income-Tax Act,1961	0.00	0.00	0.00	0.00	0.00	0.00
	(c) Profits in lieu of salary under Section 17 (3) Income-Tax Act, 1961	0.00	0.00	0.00	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00	0.00	0.00	0.00
4	Commission - as % of profit - others specify	0.00	0.00	0.00	0.00	0.00	0.00
5	Others, please specify	0.00	0.00	0.00	0.00	0.00	0.00
	Total (A)	0.00	42,000	22,000	0.00	0.00	64,000

*Ms. Pooja Bagwe resigns from the post of Company Secretary w.e.f closing of working hour on 31st July, 2018.

**Ms. Pinaj Jain appointed as a Company Secretary w.e.f 5th February, 2019.

#Ms. Nandini Kapashi resigns from the post of Chief Financial Officer W.e.f closing of working hour on 31st July, 2018.

##Mrs. Rajasvee Shah appointed as a Chief Financial Officer w.e.f 5th February, 2019.

VII. 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)
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers in Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors
KAPASHI COMMERCIAL LIMITED

Place: Ahmedabad
Dated: 12.08.2019

Shweta Samir Shah
Managing Director
DIN: 03082967

Mahendrabhai G. Patel
Director
DIN: 00104706

ANNEXURE - "C"
MANAGEMENT DISCUSSION & ANALYSIS REPORT

In terms of the provisions of Regulation 34(2) (e) of the Listing Regulations, the Management's discussion and analysis are as follows.

INDUSTRY STRUCTURE AND DEVELOPMENT:

Changing economic and business conditions and rapid growth of Business Environment are creating an increasingly competitive market environment that is driving corporations to transform their operations. Companies are focusing on their core competencies and service providers to adequately address these needs. The role of technology has evolved from supporting corporations to transforming their business.

OPPORTUNITIES AND THREATS:

The performance of market in India has a direct correlation with the prospect of economic growth and political stability. Though the growth projections for F.Y. 2019-20 appear reassuring, there are certain downside risks such as pace and shape of global recovery, effect of withdrawal of fiscal stimulus and hardening of commodity prices. Accommodative monetary policies in advanced economies, coupled with better growth prospects in Emerging Markets (EMs) including India, are expected to trigger large capital inflows in EMs which in turn could lead to inflationary pressures and asset price bubble. Our business performance may also be impacted by increased competition from local and global players operating in India, regulatory changes and attrition of employees. With growing presence of players offering advisory service coupled with provision of funds for the clients' needs, we would face competition of unequal proportion. We continuously tackle this situation by providing increasingly superior customized services.

In financial services business, effective risk management has become very crucial. Your Company is exposed to credit risk, liquidity risk and interest rate risks. Your company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analysed and reviewed at various levels of management through an effective information system. The Company is having excellent Board of Directors who is Expert in financial sector, and are helping the Company in making good Investment.

OUTLOOK AND FUTURE PROSPECTS

Competition continues to be intense, as the Indian and foreign banks have entered the retail lending Business in a big way, thereby exerting pressure on margins. The erstwhile providers of funds have now become competitors. Company can sustain in this competitive environment only through optimization of funding costs, identification of potential business areas, widening geographical reach, and use of Technology, cost efficiencies, strict credit monitoring and raising the level of customer service.

RISKS & CONCERNS

In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Globalization, with increasing integration of markets, newer and more complex products & transactions and an increasingly stringent regulatory framework has exposed organizations to newer risks. As a result, today's operating environment demands a rigorous and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. Increased competition and market volatility has enhanced the importance of risk management. The sustainability of the business is derived from the following:

- (1) Identification of the diverse risks faced by the company.
- (2) The evolution of appropriate systems and processes to measure and monitor them.
- (3) Risk management through appropriate mitigation strategies within the policy framework.
- (4) Monitoring the progress of the implementation of such strategies and subjecting them to Periodical audit and review.
- (5) Reporting these risk mitigation results to the appropriate managerial levels.

HUMAN RESOURCES

The Company's relations with the employees continued to be cordial

SEGMENT-WISE OR PRODUCT WISE PERFORMANCE

The Company operates in only single segment. Hence segment wise performance is **not applicable**.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUENCY

Your Company has an effective system of accounting and administrative controls supported by an internal audit system with proper and adequate system of internal check and controls to ensure safety and proper recording of all assets of the Company and their proper and authorized utilization. As part of the effort to evaluate the effectiveness of the internal control systems, your Company's internal audit department reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The internal audit department is manned by highly qualified and experienced personnel and reports directly to the Audit Committee of the Board. The Audit Committee regularly reviews the audit findings. An Information Security Assurance Service is also provided by independent external professionals. Based on their recommendations, the Company has implemented a number of control measures both in operational and accounting related areas, apart from security related measures.

CAUTIONARY STATEMENT

Statement made in this report describing the Company's objectives, projection, estimates and expectations may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting the Markets in which company operates; changes in the Government regulations; tax laws and other statutes and incidental factors.

**For and on behalf of the Board of Directors
KAPASHI COMMERCIAL LIMITED**

**Place: Ahmedabad
Dated: 12.08.2019**

**Shweta Samir Shah
Managing Director
DIN: 03082967**

**Mahendrabhai G. Patel
Director
DIN: 00104706**

INDEPENDENT AUDITORS' REPORT

To,
The Members of
Kapashi Commercial Limited
Ahmedabad

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of **Kapashi Commercial Limited** (the 'Company') which comprise the Balance Sheet as at **31 March 2019**, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31 March 2019 and its loss and its cash flows for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further, described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional, judgment, were of most significance in our audit of the, standalone financial statements of the current period. These matters were addressed in the context of our audit, of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion, on these matters.
5. We have determined that there are no key audit matters to be communicated in our report.

Information other than the Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and as may be legally advised.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit and cash flows of the Company in accordance with the accounting principles generally accepted in India specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
8. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. That Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
11. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act,

we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

15. The Company had prepared its Financial Statements for the year ended on 31st March, 2018 following the Indian Accounting Standard (Ind AS), prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued there under. The Company being NBFC, Ind AS is applicable w.e.f. financial year commencing from 1st April, 2019. There is no Option for the early adoption of Ind AS. The figures of previous year in the attached statements have been taken from revised financial statements for the year ended on 31st March, 2018 prepared by the Company following the Indian Generally Accepted Accounting Principles and duly certified by the previous auditors of the company. There is no impact on the balance sheet or profit for the period/year ended on 31st March, 2018. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

16. As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The standalone financial statements dealt with by this report are in agreement with the books of account;
- d) In our opinion, the aforesaid standalone financial statements comply accounting principles generally accepted in India specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
- g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in the standalone financial statements; (Refer Note 23 to the financial statements);
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For, J.T. Shah & Co.
Chartered Accountants,
[Firm Regd. No. 109616W]

Place: Ahmedabad
Date: 29/05/2019

(A. R. Pandit)
Partner
(M. No. 127917)

ANNEXURE "A" TO INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 16 of our report of even date to the Members of **Kapashi Commercial Limited** for the year ended **31stMarch, 2019**.

1. In respect of Fixed Assets:

As regards the Fixed Assets, the company does not hold any Fixed Assets and therefore, the clauses (i) (a) to (c) of the companies (Auditor's Report) Order, 2016 are not applicable.

2. In respect of Inventories :

The Company does not have any Inventories and hence clause 3(ii) of the Companies (Auditor's Report) Order, 2016 is not applicable.

3. In respect of Loans granted during the year:

As regards the loans , the company has not granted any loans , secured or unsecured during the year under audit, to the companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the companies Act , 2013 and therefore, the clauses (iii) (a) to (c) of the companies (Auditor's Report) Order, 2016 are not applicable.

4. Loans, Investments and guarantees:

According to the information and explanation given to us, the company had neither given any loan, guarantee or security, nor made any investments during the year. Hence the provisions of section 185 and 186 are not applicable. Therefore clauses (iv) of companies (Auditor's Report) Order, 2016 is not applicable.

5. Acceptance of Deposits:

During the year, the Company has not accepted any deposits and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act,2013 and the rules framed there under are not applicable to the Company. Therefore clause (v) of Companies (Auditor's Report) Order, 2016 is not applicable.

6. Cost Records:

According to the information and explanations given to us, the Company is not required to maintain cost records as required by the central government under sub section (1) of section 148 of the Companies Act, 2013. Hence clause (vi) of the (Auditor's Report) Order, 2016 is not applicable.

7. In respect of Statutory Dues :

(a) According to the records of the Company, the Company is by and large regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance ,income tax, Sales tax, Goods and Service Tax, Custom Duty, Excise Duty, Value Added tax, cess and any other statutory dues with the appropriate authorities applicable to it.

(b) There were no undisputed amounts payable in respect of provident fund, employees' state insurance, Sales tax, Goods and Service Tax, Custom Duty, Excise Duty, Value Added tax, cess and any other statutory dues were outstanding as at 31st March, 2019 for a period of more than six months from the date they became payable except income tax of Rs.38,364/-.

(c) According to the records of the company, there are no dues of provident fund ,employees' state insurance, Sales tax, Goods and Service Tax, Income tax, Custom Duty, Excise Duty, Value Added tax, cess and any other statutory dues which have not been deposited on account of dispute.

8. Based on our audit procedure and according to the information and explanation given to us, we have been informed that during the year under consideration the company has not taken any loan from Banks or Government, hence question of regular repayment of the same does not arise. The Company has no debenture holder borrowing during the year.
9. According to the information and explanations given to us, the Company had not raised any money by way of public issue during the year nor taken any new term loan during the year. Hence, Clause (ix) of the Company's (Auditor's Report) Order, 2016 is not applicable.
10. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud by the Company or any fraud on the Company by its officer or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us, the Company had not paid any managerial remuneration during the year. Hence, Clause (xi) of the Company's (Auditor's Report) Order, 2016 is not applicable.
12. In our opinion and according to the information and explanations given to us, the provisions of special statute applicable to chit funds and nidhi / mutual benefit funds / societies are not applicable to the Company. Hence, Clause (xii) of the Company's (Auditor's Report) Order, 2016 is not applicable.
13. In our opinion and according to the information and explanations given to us, the transactions entered by the Company with related parties are in compliance with the provisions of section 177 and 188 of the Companies Act, 2013 and details thereof are properly disclosed in the financial statements as required by the applicable accounting standard.
14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence, clause (xiv) of the Company's (Auditor's Report) Order, 2016 is not applicable.
15. The Company had not entered in to any non-cash transactions with the directors or persons connected with him during the year, hence section 192 of the Companies Act, 2013 is not applicable, hence clause (xv) of Company's (Auditor's Report) Order, 2016 is not applicable.
16. In our opinion and according to the information and explanation given to us the Company is registered under section 45-IA of Reserve Bank of India Act, 1934, and registration certificate for the same has been obtained.

Place: Ahmedabad
Date: 29/05/2019

For, J.T. Shah & Co.
Chartered Accountants,
[Firm Regd. No. 109616W]

(A. R. Pandit)
Partner
(M. No. 127917)

ANNEXURE "B" TO INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 17(f) of our Report of even date to the Members of **Kapashi Commercial Limited** for the year ended **31st March, 2019**.

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

We have audited the internal financial controls over financial reporting of Kapashi Commercial Limited as of 31st March 2019, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note on audit of internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India.

Place: Ahmedabad
Date: 29/05/2019

For, J.T. Shah & Co.
Chartered Accountants,
[Firm Regd. No. 109616W]

(A. R. Pandit)
Partner
(M. No. 127917)

BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Notes	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
EQUITY AND LIABILITIES			
(1) Shareholder's Fund			
(a) Share Capital	2	1,00,00,000	1,00,00,000
(b) Reserves & Surplus	3	3,90,24,839	3,99,03,540
(2) Current Liabilities			
(a) Short - Term Borrowing	4	2,90,14,597	Nil
(b) Other Current Liabilities	5	17,09,188	99,602
(c) Short Term Provisions	6	1,99,097	Nil
Total		7,99,47,721	5,00,03,142
ASSETS			
(1) Non - Current assets			
(a) Non Current Investment	7	Nil	6,00,565
(2) Current assets			
(a) Cash and Bank Balances	8	2,46,013	1,56,055
(b) Short Term Loan and Advances	9	7,96,38,856	4,78,24,421
(c) Other Current Assets	10	62,852	14,22,101
Total		7,99,47,721	5,00,03,142
Significant Accounting Policies	2		
Notes on Financial Statements	3-26		
As per our Report of even date attached herewith			

For J.T. Shah & Co.
Chartered Accountants
(FRN.109616W)

(A.R. Pandit)
Partner
(M. No.127917)

For and on behalf of the Board
KAPASHI COMMERCIAL LIMITED

Shweta Shah
Managing Director
DIN: 03082967

Mahendrabhai.G Patel
Director
DIN: 0010470

Rajasvee Shah
Chief Financial Officer

Pinaj Jain
Company Secretary

Place:Ahmedabad
Dated: 29.05.2019

Place:Ahmedabad
Dated: 29.05.2019

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	Notes	For the year ended 31/03/2019 Rs.	For the year ended 31/03/2018 Rs.
INCOME			
Revenue from Operations	11	54,29,043	44,30,835
Total Revenue		54,29,043	44,30,835
EXPENDITURE			
Employee Benefit Expenses	12	6,39,632	1,57,434
Finance Cost	13	10,21,960	Nil
Depreciation and Amortisation expenses		Nil	Nil
Other expenses	14	24,38,440	18,59,102
Total Expenses		41,00,032	20,16,536
Profit before tax		13,29,011	24,11,459
Less : Tax expenses			
- Current tax		4,55,000	8,50,000
- Deferred Tax Liability/(Asset)		Nil	Nil
- Taxation pertaining to earlier year		17,52,712	Nil
		22,07,712	8,50,000
Profit/(Loss) for the year		(8,78,701)	(8,50,000)
Basic Earning Per share of Rs 10 each	17	(0.88)	(0.85)
Diluted Earning Per share of Rs 10 each	17	(0.88)	(0.85)
Significant Accounting Policies Notes on Financial Statements	2 3-26		
As per our Report of even date attached herewith			

For J.T. Shah & Co.
Chartered Accountants
(FRN.109616W)

(A.R. Pandit)
Partner
(M. No.127917)

Place:Ahmedabad
Dated: 29.05.2019

For and on behalf of the Board
KAPASHI COMMERCIAL LIMITED

Shweta Shah
Managing Director
DIN: 03082967

Rajasvee Shah
Chief Financial Officer

Place:Ahmedabad
Dated: 29.05.2019

Mahendrabhai.G Patel
Director
DIN: 0010470

Pinaj Jain
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2019
(PURSUANT TO AMMENDMENT TO CLAUSE 32 OF THE LISTING AGREEMENT)

Particulars	For the year ended 31st March 2019		For the year ended 31st March 2019	
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net profit before tax & extra ordinary item		13,29,011		24,11,459
Adjustment For :				
Contingent provision against standard asset	1,99,097			
Finance Cost	10,21,960			
Loss on Sale of Non Current Investment	2,04,748	14,25,805	Nil	Nil
Operating profit before working capital changes :		27,54,816		24,11,459
Adjustment For :				
Increase/(Decrease) In short term loan and advances	(3,18,14,435)		(2,84,40,734)	
Increase/(Decrease) In Non Current loan and advances	Nil		2,71,35,133	
Increase/(Decrease) in current Liabilities	16,09,586	(3,02,04,849)	81	(13,05,520)
Cash Generated From Operations :				
Income tax paid		(8,48,463)		(11,79,949)
Net Cash From Operating Activities :		(2,82,98,496)		(74,010)
B. CASH FLOW FROM INVESTMENT ACTIVITIES		Nil		Nil
Sale of Non Current Investment		3,95,817		Nil
Net Cash From Investment Activities :		3,95,817		Nil
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Proceeds from short term borrowings		2,90,14,597		Nil
Finance Cost		(10,21,960)		
Net Cash from Financing Activities		2,79,92,637		Nil
Net Increase/(Decrease) in Cash & Cash Equivalents :		89,958		(74,010)
Cash & cash equivalents at the beginning		1,56,055		2,30,065

Cash & cash equivalents at the end		2,46,013		1,56,055
Notes :				
The above cash flow statement has been prepared under the "Indirect Method" set out in Accounting Standard – 3 issued by the Institute of Chartered Accountants of India.				
As per our Report of even date attached herewith				

**For J.T. Shah & Co.
Chartered Accountants
(FRN.109616W)**

**(A.R. Pandit)
Partner
(M. No.127917)**

**Place:Ahmedabad
Dated: 29.05.2019**

**For and on behalf of the Board
KAPASHI COMMERCIAL LIMITED**

**Shweta Shah
Managing Director
DIN: 03082967**

**Rajasvee Shah
Chief Financial Officer**

**Place:Ahmedabad
Dated: 29.05.2019**

**Mahendrabhai.G Patel
Director
DIN: 0010470**

**Pinaj Jain
Company Secretary**

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

1. Corporate Information

Kapashi Commercial Ltd., Company) is a public Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed in Bombay Stock Exchanges in India. The registered office of the company is located at '8, Neelkhanth Shopping Centre, Plot No - 72/4, Cama line & M.G Road Junction, Ghatkopar (West), Mumbai -400086.

2. Significant Accounting Policies :

a. Basis of preparation

The financial statements have been prepared under the historical cost convention and on accrual basis and in accordance with Generally Accepted Accounting Principles in India (Indian GAAP) except interest on loans which have been classified as non-performing assets and are accounted for on realization basis. The said financial statements comply in all material respects with Accounting Standards notified under section 133 of the Companies Act, 2013 ("the Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of RBI as applicable to a Non Banking Financial services (NBFC).

The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

All assets and liabilities have been classified as current or non - current as per the Companies normal operating cycle as 12 months for the above purpose.

b. Use of estimates

In preparing the Company's financial statements in conformity with the accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

c. Revenue Recognition

i. Interest from loan

Interest income on the loans granted is recognised on accrual basis and when no significant uncertainty as to collectability exists. Income on non performing assets is recognized when realized as per the guidelines for prudential norms prescribed by the Reserve Bank of India.

ii. Other Interest Income

Other Interest Income is recognized on accrual basis

iii. Income from Investments

Dividend from investments is accounted for as income when the right to receive dividend is established.

d. Investments

Long term investments are stated at cost. Provision is made for any diminution in the value of the long term investments, if such decline is other than temporary. The Company does not have any current investments.

e. Segment Information

In the opinion of the management, the Company is mainly engaged in the business of providing finance. All other activities of the Company revolve around the main business, and as such, there are no separate reportable segments as per Accounting Standard 17 -'Segment Reporting" notified under section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014.

f. Lease

The Company's significant leasing arrangements are in respect of operating lease for premises that are cancelable in nature. The lease rentals paid under such agreements are charged to the statement of profit and loss.

g. Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961.

Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or subsequently enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is virtual certainty that the assets will be realized in future.

h. Earnings per Share

Basic earnings per share is calculated by dividing net profit after tax for the year attributable to equity shareholders of the Company by the weighted average number of equity shares issued during the year. Diluted earnings per share is calculated by dividing net profit attributable to equity shareholders (after adjustment for diluted earnings) by average number of weighted equity shares outstanding during the year.

i. Impairment

The management periodically assesses, using external and internal sources whether there is an indication that an asset may be impaired. If an asset is impaired, the Company recognizes an impairment loss as the excess of the carrying amount of the asset over the recoverable amount.

j. Provision, Contingent Liabilities and Contingent Assets

A provision is recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

A disclosure for a contingent liability is made when there is a possible or present obligation that may, but probably will not require an outflow of resources. Contingent assets are neither recognized nor disclosed in the financial statements.

k. Classification and Provision Policy for Loan Portfolio

(i) Classification of Loan Portfolio

Provision for loans and advances are made as per directions issued by Reserve Bank of India for Non Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 as amended from time to time.

(ii) Provisioning policy for loan portfolio

Loans are provided for as per provisions required by Non Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 – and as per RBI circular RBI/DNBR/2016-17/44 Master Direction DNBR.PD.007/03.10.119/2016-17 dated September 01, 2016 (updated as on April 22, 2019). Loans are classified and the percentage of provision made on such loans is as under.

Classification	Period	% of Provision
Standard assets	-	0.25 %
Non-performing assets	Overdue for 6month or more	
Substandard assets	NPA for a period not exceeding 12 months	10 %
Doubtful assets - unsecured	Substandard for a period exceeding 12 months	
Doubtful - secured	- Doubtful upto 1 year	20 %
	- Doubtful from 1 to 3 years	30 %
	- Doubtful for more than 3 years	50 %
Doubtful - unsecured	Substandard for a period exceeding 12 months	100 %
Loss assets	As identified by management	100 %

- l. Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

2	Equity share capital	As at March 31, 2019Rs.	As at March 31, 2018 Rs.
	[i] Authorised Share Capital:		
	10,00,000(PY.10,00,000) Equity Shares of Rs.10/- each	1,00,00,000	1,00,00,000
	[ii] Issued, Subscribed & Paid-up Capital :		
	10,00,000(PY.10,00,000) Equity Shares of Rs.10/- each fully paid	1,00,00,000	1,00,00,000
	Total...		
2.1	The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, if any, in proportion to their shareholding.		
2.2	Details of the Shareholders holding more than 5% of Ordinary shares of the Company are as follows:		
		As at 31/03/2019	As at 31/03/2018
	Name of the Shareholder	Shares %	Shares %
	Munjal M Patel	2,97,002 29.70	Nil Nil
	Shweta S Shah	2,89,950 28.99	Nil Nil
	Mahendrabhai G Patel	1,48,494 14.85	Nil Nil
	Indravadan Mehta	65,000 6.50	Nil Nil
	Mitesh J Parikh	60,000 6.50	Nil Nil
	Sevatilal S Kapashi	Nil Nil	80,202 8.02
	Indubhai S Kapashi	Nil Nil	72,494 7.25
	Paresh S Kapashi	Nil Nil	1,34,750 13.47
	Nimish I Kapashi	Nil Nil	1,55,850 15.58
	Nandini P Kapashi	Nil Nil	1,09,200 10.92
	Bhakti N Kapashi	Nil Nil	60,950 6.09
2.3	Reconciliation of the number of shares outstanding and the amount of share capital as at March 31,2019 and March 31, 2018		
		As at 31/03/2019	As at 31/03/2018
	Particulars	No of Shares	No of Shares
	Equity Shares at the beginning of the reporting period	10,00,000	10,00,000
	Addition: New Shares issued during the year	Nil	Nil
	Deletion: Shares cancelled during the year	Nil	Nil
	Balance at the end of the reporting period	10,00,000	10,00,000

3	Reserves & Surplus	As at March 31,2019Rs.	As at March 31, 2018Rs.
(i)	General Reserve		
	Balance as per last Balance Sheet	7,55,89,291	7,55,89,291
	Closing Balance	7,55,89,291	7,55,89,291
(ii)	Special Reserve u/s 45-IC of the RBI Act,1934		
	Balance as per last Balance Sheet	2,25,22,789	2,22,10,497
	Additions during the year	Nil	3,12,292
	Closing Balance	2,25,22,789	2,25,22,789
(iii)	Surplus in the Statement of Profit and Loss		
	Balance as per last Balance Sheet	(5,82,08,540)	(5,94,57,707)
	Add: Profit during the year	(8,78,701)	15,61,459
	Less:- Transferred to Special Reserve	Nil	(3,12,292)
	Closing Balance	(5,90,87,241)	(5,82,08,540)
	Total... (i+ii+iii)	3,90,24,839	3,99,03,540
4	Short Term Borrowing	As at March 31, 2019Rs.	As at March 31, 2018Rs.
	<u>Loan Repayable on Demand :</u>		
	From Directors and their relatives - Unsecured	2,90,14,597	Nil
	Total...	2,90,14,597	Nil
5	Other Current Liabilities	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
	Salary & wages Payable	5,90,595	10,300
	Statutory Liabilities	1,21,442	14,221
	Creditors for Expense	9,97,151	75,081
	Total...	17,09,188	99,602
6	Short Term Provisions	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
	Contingent provision against standard Asset	1,99,097	Nil
	Total...	1,99,097	Nil
7	Non-current investments [Non-Trade]	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
	Nil (P.Y 11,00) Equity Shares of Fairchem Chemicals Limited of Rs.10/- each fully paid up	Nil	6,00,565
	Total...	Nil	6,00,565
	Aggregate Value of Quoted Investment	Nil	6,00,565
	Market Value of Quoted Investment	Nil	6,00,565

8	Cash and Bank Balance	As at March 31, 2019Rs.	As at March 31, 2018Rs.
	Cash on hand	5,702	31,002
	Balance with Banks	2,40,311	1,25,053
	Total...	2,46,013	1,56,055
9	Short Term Loan and Advances	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
	Loans Receivable Considered Good - Unsecured		
	Loans to Compnies, Firm and Individuals	7,96,38,856	4,78,24,421
	Total...	7,96,38,856	4,78,24,421
10	Other Current Assets	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
	Advance Tax and TDS	13,67,852	83,22,780
	Less: Provision for Taxation	(13,05,000)	(69,00,679)
	Total...	62,852	14,22,101
11	Revenue from operation	For the year ended 31/03/2019 Rs.	For the year ended 31/03/2018Rs.
	Interest income	54,29,043	44,30,835
	Total...	54,29,043	44,30,835
12	Employee Benefit Expenses	For the year ended 31/03/2019 Rs.	For the year ended 31/03/2018Rs.
	Salary, Wages & Bonus	6,32,595	1,26,000
	Staff Welfare Expenses	7,037	31,434
	Total...	6,39,632	1,57,434
13	Finance Cost	For the year ended 31/03/2019 Rs.	For the year ended 31/03/2018Rs.
	Interest Expenses	10,16,219	Nil
	Other Borrowing Expense	5,741	Nil
	Total...	10,21,960	Nil
14	Other Expenses	For the year ended 31/03/2019 Rs.	For the year ended 31/03/2018Rs.
	Legal & Professional Expense	7,04,255	4,84,810
	Rent Expense	3,56,000	4,98,000
	Rates & Taxes	81,999	53,000
	Advertisements Expense	1,01,969	19,626
	Audit fees	1,00,000	75,000
	Loss on Sale of Non Current Investment	2,04,748	Nil
	Donation Expense	Nil	4,50,000
	Travelling & Coveyance Expense	1,83,394	20,858
	Communication Expense	65,037	13,334

	Administrative and Office Expenses	3,39,741	1,00,919
	Contingent provision against standard assets	1,99,097	Nil
	General Expense	1,02,200	1,43,555
	Total	24,38,440	18,59,102
15	Related Party Disclosures :		
	(i) List of related party		
	Name of Related Party	Nature of Relationship	
	Key Managerial Personnel:-		
	Mahendrabhai G Patel (w.e.f 20/07/2018)	Key Managerial Personnel	
	Munjal M Patel (w.e.f 20/07/2018)	Key Managerial Personnel	
	Shweta S Shah (w.e.f 20/07/2018)	Key Managerial Personnel	
	Raxesh C Satia (w.e.f 27/08/2018)	Key Managerial Personnel	
	Jayeshkumar R Shah (w.e.f 07/09/2018)	Key Managerial Personnel	
	Sevantilal S Kapashi (Up to 27/08/2018)	Key Managerial Personnel	
	Varsha P Dalal (Up to 27/08/2018)	Key Managerial Personnel	
	Bindu D Mehta (Up to 27/08/2018)	Key Managerial Personnel	
	Indukumar S Kapashi (Up to 20/07/2018)	Key Managerial Personnel	
	Paresh S Kapashi (Up to 20/07/2018)	Key Managerial Personnel	
	Nimish I Kapashi (Up to 20/07/2018)	Key Managerial Personnel	
	Amita R Shah (Up to 11/05/2018)	Key Managerial Personnel	
	Summary of the transactions with the above –related parties are as follows:		
	Nature of Transaction	Transaction for the	
	Key management Personnel	Nature of Transaction	Year ended March 2019
			Year ended March 2018
			Amount in Rs.
			Amount in Rs.
	Sevantibhai S Kapashi	Loan Received	10,00,000
	Sevantibhai S Kapashi	Loan Repaid	1,38,82,003
	Shweta S Shah	Loan Repaid	10,00,000
	Shweta S Shah	Loan Received	2,81,00,000
	Shweta S Shah	Loan Repaid	Nil
	Shweta S Shah	Interest Payment on loan	Nil
	Shweta S Shah	Interest Payment on loan	10,16,219
	Paresh S Kapashi	Sitting Fees	4,000
	Nimish I Kapashi	Sitting Fees	11,000
	Varsha P Dalal	Sitting Fees	5,000
	Amita R Shah	Sitting Fees	8,000
	Bindu D Mehta	Sitting Fees	1,000
	Shweta S Shah	Sitting Fees	4,000
	Shweta S Shah	Sitting Fees	5,000
	Shweta S Shah	Closing balance of loan account	Nil
			(2,90,14,597)
			Nil
16	Contingent Liability		
	Particular	2018-19	2017-18

	Income Tax demands disputed in appeal by the Company/ Income Tax Authorities	Nil	Nil	
17	Earnings per share	Unit	Year ended March 2019	Year ended March 2018
	Profit / (Loss) attributable to the equity shareholders	Rs.	(8,78,701)	(8,50,000)
	Number of Equity Shares Outstanding during the year	No. of Shares	1000000	1000000
	Nominal Value of Equity Shares	Rs.	10	10
	Basic/diluted earnings per share on face value of Rs.10/- Each.	Rs.	(0.88)	(0.85)
18	The Company has entered into certain operating lease agreements and an amount of Rs. 356,000/- (P.Y. Rs.4,98,000/-) paid under such agreements has been charged to the statement of Profit & Loss. These leases are generally not non-cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by such agreements.			
19	During the year, the Company has impaired the assets to the tune of Rs. Nil (Previous Year Rs. Nil)			
20	Based on the principles for determination of segments given in Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India and in the opinion of management the Company is primarily engaged in the business of "Financing". All other activities of the Company revolve around the main business and as such there is no separate reportable business segment.			
21	<u>Deferred Tax</u>			
	Particulars	As at 31/03/2019 Rs.	As at 31/03/2018 Rs.	
	Deferred Tax Assets arising out of timing difference relating to:			
	Allowable under Income Tax Act, 1961 in succeeding years	Nil	Nil	
	Total Deferred Tax Assets	Nil	Nil	
	Difference of Depreciation as per Income Tax and Company Law			
	Difference of Depreciation as per Income Tax and Company Law	Nil	Nil	
	Total Deferred Tax Liability	Nil	Nil	
	Net Deferred Tax Liability	Nil	Nil	

22	Loan portfolio and provision for standard and non-performing assets:				
	Classification	Portfolio loan outstanding (Gross)		Provision for standard and non performing assets	
		As at 31/03/2019 Rs.	As at 31/03/2018 Rs.	As at 31/03/2019 Rs.	As at 31/03/2018 Rs.
	Standard assets	7,96,38,856	4,78,24,421	1,99,097	Nil
	Sub-standard assets	Nil	Nil	Nil	Nil
	Total	7,96,38,856	4,78,24,421	1,99,097	Nil
23	The provisions of The payment of gratuity Act, 1972 is not applicable to the company. The company also does not permits accumulation of leave to the employees.				
24	In the opinion of the Board, Current Assets, Loans and Advances are approximately of the same value as stated in the Balance Sheet if realised in the ordinary course of business.				
25	There are no Micro, Small and Medium Enterprises, as defined in Micro, Small, and Medium Enterprises Development Act to whom the Company owes on account of principal amount together with interest and accordingly no additional disclosures have been made.				
26	Previous year's figures have been regrouped, reclassified and/or renamed to conform to this year's classification.				

For J.T. Shah & Co.
Chartered Accountants
(FRN.109616W)

(A.R. Pandit)
Partner
(M. No.127917)

Place: Ahmedabad
Dated: 29.05.2019

For and on behalf of the Board
KAPASHI COMMERCIAL LIMITED

Shweta Shah
Managing Director
DIN: 03082967

Rajasvee Shah
Chief Financial Officer

Place: Ahmedabad
Dated: 29.05.2019

Mahendrabhai.G Patel
Director
DIN: 0010470

Pinaj Jain
Company Secretary

SCHEDULE TO THE BALANCE SHEET OF A NON-DEPOSIT TAKING NON-BANKING FINANCIAL COMPANY

(Rs. In Lakhs)

	Particulars	As at 31/03/2019	
		Amount Outstanding	Amount Overdue
	Liabilities side:		
[1]	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
	[a] Debentures : Secured	Nil	Nil
	: Unsecured	Nil	Nil
	(other than falling within the meaning of public deposits*)		
	[b] Deferred Credits	Nil	Nil
	[c] Term Loans	Nil	Nil
	[d] Inter-corporate loans and borrowing	Nil	Nil
	[e] Commercial Paper	Nil	Nil
	[f] Other Loans - Unsecured loan payable on demand	290.15	Nil
	Assets side:		
[2]	Break-up of Loans and Advances including bills receivables (other than those included in (4) below:		
	[a] Secured		Nil
	[b] Unsecured		796.39
[3]	Break-up of Leased Assets and Stock on hire and hypothecation loans counting towards EL/HP activities		
	[i] Lease assets including lease rentals under sundry debtors:		
	[a] Financial lease		Nil
	[b] Operating lease		Nil
	[ii] Stock on hire including hire charges under sundry debtors:		
	[a] Assets on hire		Nil
	[b] Repossessed Assets		Nil
	[iii] Other loans counting towards AFC activities		
	[a] Loans where assets have been repossessed		Nil
	[b] Loans other than [a] above.		Nil
[4]	Break-up of Investments		
	Current Investments:		
	1. Quoted:		
	[i] Shares: [a] Equity		Nil
	[b] Preference		Nil
	[ii] Debentures and Bonds		Nil

	[iii] Units of mutual funds	Nil	
	[iv] Government Securities	Nil	
	[v] Others (please specify)	Nil	
	2. Unquoted:		
	[i] Shares: [a] Equity	Nil	
	[b] Preference	Nil	
	[ii] Debentures and Bonds	Nil	
	[iii] Units of mutual funds	Nil	
	[iv] Government Securities	Nil	
	[v] Others (please specify)	Nil	
	Long Term Investments:		
	1 Quoted:		
	[i] Shares:		
	[a] Equity	Nil	
	[b] Preference	Nil	
	[ii] Debentures and Bonds	Nil	
	[iii] Units of mutual funds	Nil	
	[iv] Government Securities	Nil	
	[v] Others (please specify)		
	2 Unquoted:		
	[i] Shares:		
	[a] Equity	Nil	
	[b] Preference	Nil	
	[ii] Debentures and Bonds	Nil	
	[iii] Units of mutual funds	Nil	
	[iv] Government Securities	Nil	
	[v] Others (please specify)		
[5]	Borrower group-wise classification of assets financed as in (2) and (3) above: Please see Note 2 below		
	Category	Amount net of provisions	
	1 Related Parties **	Secured	Unsecured
	[a] Subsidiaries	Nil	Nil
	[b] Companies in the same group	Nil	Nil
	[c] Other related parties	Nil	Nil
	2 Other than related parties	Nil	794.40
	Total		794.40
[6]	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): Please see Note 3 below		
	Category	Market Value / Break-up or fair value or NAV	Book Value (Net of Provisions)
	1 Related Parties		

	[a] Subsidiaries	Nil	Nil
	[b] Companies in the same group	Nil	Nil
	[c] Other related parties	Nil	Nil
	2 Other than related parties	Nil	Nil
	Total		
[7]	Other information		
	Particulars	Amount	
	[i] Gross Non-Performing Assets		
	[a] Related parties	Nil	
	[b] Other than related parties	Nil	
	[ii] Net Non-Performing Assets		
	[a] Related parties	Nil	
	[b] Other than related parties	Nil	
	[iii] Assets acquired in satisfaction of debt	Nil	
Notes :			
1	As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserved Bank) Directions, 1998.		
2	Provisioning norms shall be applicable as prescribed in the Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 or Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 whichever is applicable.		
3	All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break-up / fair value / NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column [4] above.		

For J.T. Shah & Co.
Chartered Accountants
(FRN.109616W)

(A.R. Pandit)
Partner
(M. No.127917)

Place:Ahmedabad
Dated: 29.05.2019

For and on behalf of the Board
KAPASHI COMMERCIAL LIMITED

Shweta Shah
Managing Director
DIN: 03082967

Rajasvee Shah
Chief Financial Officer

Place:Ahmedabad
Dated: 29.05.2019

Mahendrabhai.G Patel
Director
DIN: 0010470

Pinaj Jain
Company Secretary

Form No. MGT-11
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:	L51900MH1985PLC037452
Name of the company:	KAPASHI COMMERCIALS LIMITED
Registered office:	8, Neelkanth Shopping Center Chs Ltd, Plot No 72/4 Cama Lane & M.G. Road Junction, Ghatkopar (West) Mumbai 400086

Name of the member(s):
Registered address:
Email 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:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

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 34th Annual general meeting of the company, to be held on the Saturday, 28th September, 2019 at 4.00 P.M. at the registered office of the Company situated at 8, Neelkanth Shopping Center Chs Ltd, Plot No 72/4 Cama Lane & M.G. Road Junction, Ghatkopar (West) Mumbai, Maharashtra, 400086 and at any adjournment thereof in respect of such resolutions as are indicated below

Resolution No.	Particulars
	<i>ORDINARY BUSINESS:</i>
1.	To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2019, Statement of Profits & Loss together with Cash Flow Statement and Notes forming part thereto ("Financial Statements") for the year ended on 31 st March, 2019 and Report of the Board of Directors and Auditors thereon.
2.	To appoint a Director in place of Mr. MahendrabhaiGulabdas Patel (DIN: 00104706) Director who retires by rotation at this meeting and being eligible, offers herself for re-appointment
3.	To Appoint M/s. J. T. Shah & Co., Chartered Accountants As Statutory Auditors Of The Company.

Signed this _____ day of _____ 2019

Signature of Member _____

Signature of Proxy holder(s) _____

Signed this _____ day of _____ 2019

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

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. The Proxy need not be a member of the Company.

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

KAPASHI COMMERCIALS LIMITED

CIN: L51900MH1985PLC037452

Regd. Office8, Neelkanth Shopping CenterChs Ltd, Plot No 72/4 Cama Lane & M.G. Road Junction, Ghatkopar (West) Mumbai, Maharashtra, 400086

ATTENDANCE SLIP

Full name of the Member attending: _____

Name of Proxy: _____

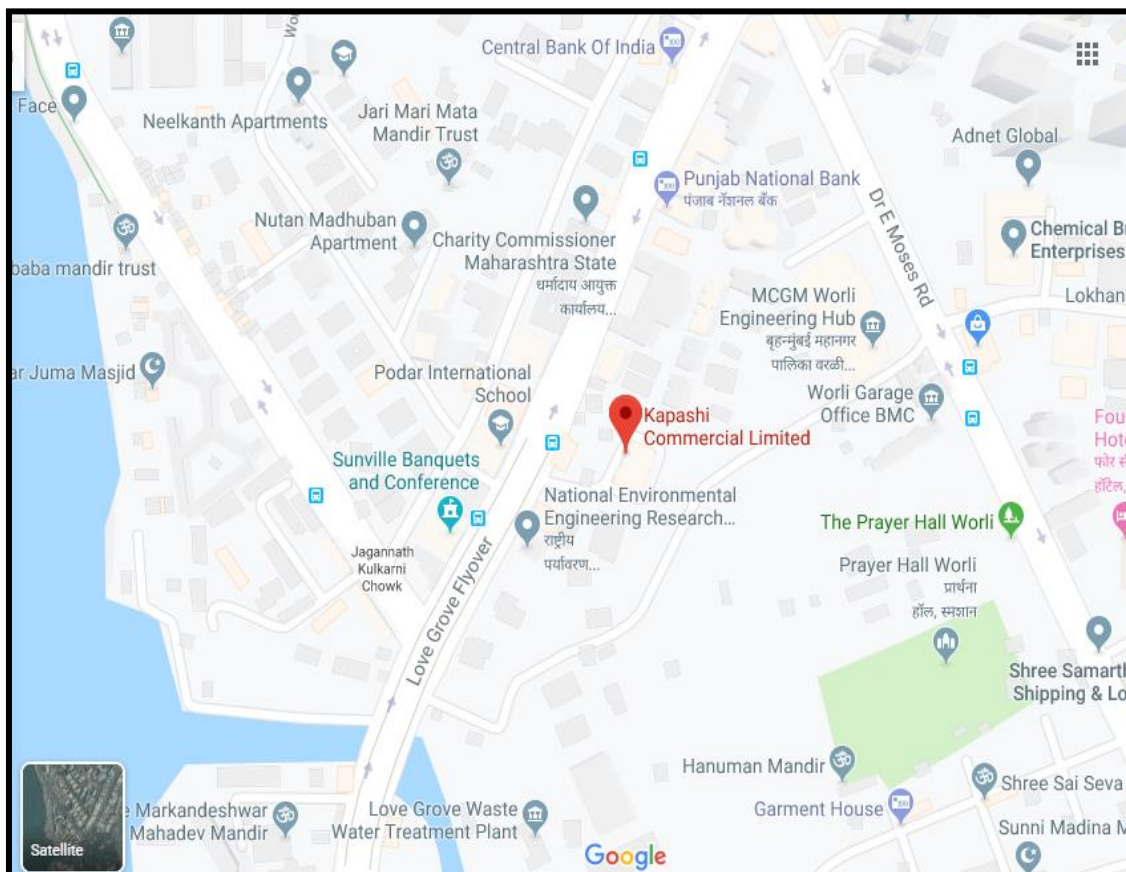
I hereby record my presence at the Annual General Meeting being held on **Saturday, 28th September 2019, at 4.00 p.m.**at8, Neelkanth Shopping Center Chs Ltd, Plot No 72/4 Cama Lane & M.G. Road Junction, Ghatkopar (West) Mumbai, Maharashtra, 400086

Regd. Folio No. -	
DP Id* -	
Client Id* -	
No. of Share held -	

Member's/Proxy's Signature
(To be signed at the time of handling over the slip)

* Applicable for members holding shares in dematerialized form.

Route Map



Registered Office



KAPASHI COMMERCIAL LIMITED

8, Neelkanth Shopping
Center Chs Ltd, Plot
No 72/4 Cama Lane
& M.G. Road Junction,
Ghatkopar (West)
Mumbai-400086