

KAPIL COTEX LIMITED
REGD. OFFICE: UG- 276, DREAMS MALL, L. B. S. MARG, NEAR BHANDUP
RAILWAY STATION, BHANDUP (WEST), MUMBAI - 400078
CIN: L17100MH1983PLC031114
Tel No: 91-(22)- 21660432, Website: www.kapilcotexlimited.com
Email ID: kapilcotexlimited@yahoo.co.in; Mobile No. 9594007332

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (“EOGM”) of the members of the Kapil Cotex Limited (hereinafter referred to as “Company”) is scheduled to be held on Tuesday, 21st November 2023 at 09:00 A.M. at 17A, Miniland Gate No 4 Tank Road, Bhandup (West), Mumbai – 400078 to transact the following special business:

1. TO ISSUE EQUITY SHARES ON A PREFERENTIAL BASIS UNDER PRIVATE PLACEMENT.

SPECIAL BUSINESS: SPECIAL RESOLUTION

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any and to the extent applicable, of the Companies Act 2013 and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of Chapter V – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as “ICDR Regulations”), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 read with the listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from lenders and any regulatory and other appropriate authorities, and all such other approvals and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to Create, offer, issue and allot, 9,60,000 (Nine lakhs Sixty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each in dematerialized form on Preferential basic, at a price of Rs. 70 per equity share (Including Premium of Rs. 60 per equity share), aggregating to Rs. 6,72,00,000 (Rupees Six Crores Seventy-Two Lakh) to the persons as below mentioned table for cash consideration, under “Promoter and Promoter group” and “Non-Promoter” Categories as mentioned in the explanatory statement (hereinafter referred to

as the “Proposed Equity Holder”) in one or more tranches, whether it is a shareholder of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

Table of Allottee:

Name	No of Shares	CATEGORY	PAN NO
PRAKASH CHANDRA RATHI	500000	Promoter Category	AAFPR3146M
RAJ LAXMI GANESH TOTALA	100000	Promoter Group	ACGPT9293E
KAUSTUBH ASHISH RATHI	62500	Non Promoter Public Category	DBQPR3233C
SANGITA ASHISH RATHI	62500	Non Promoter Public Category	AGSPR0652D
PAVAN MADANLAL MALPANI	55000	Non Promoter Public Category	AXQPM7288M
DHANSHREE YOGESH MALPANI	55000	Non Promoter Public Category	BTDPM7843Q
GANESH SHIVPRASAD LAHOTI	85000	Non Promoter Public Category	ACVPL0103A
SMITA SHIVPRASAD LAHOTI	40000	Non Promoter Public Category	ACKPL8103F

RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of SEBI ICDR Regulations for determination of the Issue Price of Equity Shares, shall be thirty (30) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue i.e. 20/10/2023;

“RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board and Company Secretary be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representative(s)) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, revising the Relevant Date in accordance with applicable law, deciding and/ or finalising other terms of issue and allotment in consonance with the ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities/ lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Proposed Equity Holder, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by any statutory, regulatory and other appropriate authorities and such other approvals and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue,

allotment and listing of the equity shares arising there from, including utilisation of the issue proceeds and to execute all such affidavits, agreements, applications, deeds, declarations documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have accepted Board's decisions on such matters as decisions that shall prevail and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by this resolution, to any committee of directors or any other officer(s) of the Company to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT the equity shares being offered shall be allotted to the Proposed Equity Holder by way of a preferential issue/ private placement basis inter-alia be subject to the following:

1. The equity shares shall be issued and allotted by the Company to the Proposed Equity Holder in dematerialized form within period of 15 (fifteen) days from the date of passing of this special resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
2. Issue price shall be computed in accordance with the provisions of the SEBI (ICDR) Regulations;
3. The equity shares shall rank pari passu with the then existing equity shares of the Company in all respects including dividend;
4. The said equity shares to be issued shall be subject to lock-in as per the SEBI (ICDR) Regulations.”

“RESOLVED FURTHER THAT draft letter of offer in PAS 4 for issue of such shares and record of Private Placement in form PAS 5 as placed before the shareholders be and is hereby approved.”

“RESOLVED FURTHER THAT Mr. Prakashchandra Rathi (DIN: 01393087) the Director or Mrs. Swati Maheshwari- Company Secretary of the Company be and hereby authorized to sign and circulate letter of offer in Form PAS 4 along with the application form to the allottee whose names are recorded in Form PAS 5 i.e., Record of Private Placement Offer.”

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

“RESOLVED FURTHER THAT the monies received by the Company from the Subscriber(s) for application of the Equity Shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the CA 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and hereby took note of the valuation report received from Registered Valuer, Mr. Pankaj Kumar Chandak, valuer registered with IBBI (IBBI Reg. No: IBBI/RV/02/2020/13283) dated 20.10.2023 in this regard.”

2. SHIFTING OF REGISTERED OFFICE OUTSIDE THE LOCAL LIMIT OF THE EXISTING PLACE BUT IN THE SAME STATE UNDER THE JURISDICTION OF SAME REGISTRAR OF COMPANY.

SPECIAL BUSINESS: SPECIAL RESOLUTION

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

“RESOLVED THAT pursuant to Section 12 and 13 and other provisions, if any, of Companies Act 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) and re- enactments(s) thereof for the time being in force, subject to Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary , the consent of the Shareholders of the company be and is hereby given to shift of registered office of the company from Shop No. 276, Dreams Mall, L. B. S. Marg, Near Bhandup Railway Station, Bhandup (West),, Mumbai City, Maharashtra, India, 400078 to Gat No 05, Gevrai Tanda, Paithan Road, Dist. Chhatrapati Sambhaji Nagar (Aurangabad) MH 431002

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

//CERTIFIED TO BE TRUE//

For and on behalf of KAPIL COTEX LIMITED

SD/-

PRAKASHCHANDRA RATHI
DIRECTOR AND CFO
DIN: 01393087

Date: 23.10.2023

Place: Mumbai

NOTES:

1. The Company is a BSE Listed company
2. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed
3. Members seeking any information are requested to write to the Company by email at kapilcotexlimited@yahoo.co.in at least 7 days before the date of the Extra-Ordinary General Meeting to enable the management to reply appropriately at the Extra-Ordinary general Meeting
4. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a member of the company.
5. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10 % of the total share capital of the company carrying voting rights. A Member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder
6. Proxy forms, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company not less than forty-eight hours before the time fixed for the Meeting., by Sunday, November 19, 2023, 09:00:00 AM Proxy form submitted on behalf of the Companies, Societies etc. must be supported by a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. upto the date of the Extra-Ordinary General Meeting and at the venue of the Meeting for the duration of the Meeting. provided that not less than three days of notice in writing

is given to the Company

8. Notice of the Meeting of the Company inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to the members in Physical form through permitted mode.
9. Route-map to the venue of the Meeting is provided at the end of the Notice
10. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members as an alternative made for voting which will enable the members to exercise their right to vote electronically on the items mentioned in this Notice.

The company has appointed Mrs. Nishi Jain as scrutinizer for conducting the e-voting process in a fair and transparent manner. The voting period begins on Friday, 17th November, 2023 at 10:01 a.m. and will end on Monday, 20th November, 2023 at 5:00 p.m.

During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th November, 2023, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. 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 company has signed an agreement with National Securities Depository Limited {NSDL} for facilitating e-voting to enable the shareholders to cast their vote electronically. The instructions for shareholders voting electronically are given below attached annexure.

11. The results shall be declared on or after the Extra-Ordinary General Meeting of the company and shall be deemed to be passed on the date of Extra-Ordinary General Meeting. The results alongwith the Scrutinizer's Report shall be placed on the website of the company www.kapilcotexlimited.com within 2 days of passing of the resolutions at the Annual General Meeting of the company and shall be communicated to Bombay Stock Exchange.
12. Members who have already casted their vote by remote e-Voting prior to the meeting may also attend the meeting but, shall not be entitled to cast their vote again. A Member can only opt for one mode of voting i.e., either by remote e-Voting or Poll Paper. In case Members cast their votes through both modes, voting

dene by remote e-Voting shall prevail and votes cast through Poll Paper shall be treated as invalid

13. The voting rights of Members shall be in proportion to the shares held by them in the total paid up capital of the company as on Cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remate e-voting and poll process at the venue of the meeting,
14. Any person, who acquire shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions on remote e-Voting as provided in the Notice convening the Meeting, which is available on the website of the Company and NSDL. However, members already registered with NSDL for remote e-Voting, can use their existing User ID and password for casting of vote,
15. The Scrutinizer shall, after the conclusion of voting at the meeting, would 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 the conclusion of the meeting, a consolidated Scrutinizer's Report of the total cast in favour or against, if any, to the Chairman, shall too shall countersign the same.
16. In compliance with provision of Section 108 of the Companies Act, 2013 the necessary arrangements have been made by the National Securities Depository Limited {NSDL} to facilitate remote e-voting. The detailed process, instruction and manner for availing remote e-voting is annexed to the Notice.

Request to the members

- a) Intimate Changes, if any, in their registered addresses immediately.
- b) Quote their ledger folio number in all their correspondence.
- c) Handover the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE EOGM:

- I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-voting facility (“remote e-voting”) to all its Members to cast their votes on all resolutions set out in the Notice of the EOGM using electronic voting system (remote e-voting) provided by NSDL.
- II. The remote e-voting period begins on Friday, 17th November, 2023 at 10:01 a.m. and will end on Monday, 20th November, 2023 at 5:00 p.m. (IST). During this period, Members holding shares either in physical form or in dematerialised form as on cut-off date i.e. Tuesday, 14th November, 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter and remote e-voting shall not be allowed beyond said date and time.
- III. The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on cut-off date i.e. Tuesday, 14th November, 2023. Any person, who is a Member of the Company as on the cut-off date i.e. Tuesday, 14th November, 2023 is eligible to cast their vote through “remote e-voting” or “e-voting during the EOGM” on all the resolutions set forth in the Notice of EOGM.
- IV. The detailed procedure for remote e-voting / e-voting is provided in the Notice of the EOGM.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="699 1205 1503 1823">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="699 1823 1503 2020">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new

	<p>screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will

	be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nishijain250392@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can

also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mrs. Sarita Mote at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to kapilcotexlimited@yahoo.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to kapilcotexlimited@yahoo.co.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

V. A member may participate in the EOGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EOGM.

VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EOGM through ballot paper.

- VII. *CS Nishi Jain*, Practicing Company Secretaries, (Membership No. 44254) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VIII. The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the EOGM but have not cast their votes by availing the remote e-voting facility.
- IX. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the EOGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Kapil Cotex Limited and on the website of BSE immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Annexure to the Notice

Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 in respect of the special business

Item No. I – Preference Issue of equity Shares under Private Placement under section 42 and 62 of the Companies Act, 2013 and Chapter V of SEBI (ICDR) Regulation, 2018.

Considering the various opportunities for Textile sectors The Company is seeking additional funds for growth and expansion. In this regard the Board of directors discussed various avenues to get the fund. Meanwhile the allottees as per the table mentioned in Resolution has approached the Company and disclose his interest to invest in the Company by way of subscribing to equity shares of the Company. The Board of Directors in their meeting dated 23.10.2023 discussed and decided, subject to approval of shareholders, to offer, issue and allotment of 9,60,000 (Nine lakhs Sixty Thousand) Equity Shares of Rs. 70 each (Face Value: Rs. 10 + Premium: Rs. 60) aggregating to Rs. 6,72,00,000 (Rupees Six Crores Seventy-Two Lakh) by way of Preferential issue under Private Placement basis under section 42 and 62 of the Companies Act, 2013 and the rules framed thereunder, Chapter V of SEBI (ICDR) Regulation, 2018, SEBI (LODR) 2015 and any other applicable regulations. Hence, the shareholders are requested to give their assent in their meeting to do the needful.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 of Company Act, 2023 read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of Company Act, 2023 and Chapter V – Preferential Issue of SEBI ICDR Regulations:

A) Object of the Preferential issue: To raise further capital in order to meet the funding and business requirements of the Company including in relation to, and for funding the business growth, exploring new initiatives, working capital.

The fund raised through proposed preferential issue will be used within 3 months from the date of allotment and the 100% fund will be used for funding and business requirements of the Company including in relation to, and for funding the business growth, exploring new initiatives, working capital.

B) Maximum Number of Securities, Kinds of securities offered and the price at which securities is being offered: 9,60,000 (Nine lakhs Sixty Thousand) Equity Shares of Rs. 70 each (Face Value: Rs. 10 + Premium: Rs. 60) aggregating to Rs. 6,72,00,000 (Rupees Six Crores Seventy-Two Lakh), such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

C) Intention of Promoters, Directors or Key managerial personnel to subscribe to the offer: except Mr. Prakashchandra Rathi- Promoter and Director of the Company and Mrs. Raj Laxmi Ganesh Totala – wife of one of the Promoter, None of the promoters / directors /key management personnel of the Company intend to subscribe in the proposed issue of Equity Shares.

D) Particular of offer including date of passing Board Resolution: The Board of Directors in their meeting dated 23.10.2023 discussed and decided, subject to approval of shareholders, to issue 9,60,000 (Nine lakhs Sixty Thousand) Equity Shares of Rs. 70 each (Face Value: Rs. 10 + Premium: Rs. 60) aggregating to Rs. 6,72,00,000 (Rupees Six Crores Seventy-Two Lakh) in dematerialized form by way of Preferential Issue under Private Placement basis under section 42 and 62 of the Companies Act, 2013 and rules framed thereunder, SEBI (ICDR) Regulation, SEBI (LODR) 2015 and other applicable provisions.

E) Basis or justification for the price (including premium, if any) at which offer or invitation is made: A valuation report has been taken from Mr. Pankaj Kumar Chandak, valuer registered with IBBI (IBBI Reg. No: IBBI/RV/02/2020/13283) as required under The Companies (Registered Valuers & Valuation) Rules, 2017. As per the valuation report the fair value per equity share is Rs.59.44/-. As per Companies Act 2013 and SEBI (ICDR) Regulation the allotment shall be done on or above the Minimum Value/fair value. Hence, the shares shall be allotted at Rs. 70 each. i.e., 9,60,000/- (Nine lakhs Sixty Thousand) Equity Shares of Rs. 70 each (Face Value: Rs. 10 + Premium: Rs. 60) aggregating to Rs. 6,72,00,000 (Rupees Six Crores Seventy-Two Lakh). Mr. Pankaj Kumar Chandak is registered with ICAI having Membership No. 415925.

F) Name and Address of valuer who performed valuation and basis on which price is arrived and report of registered valuer: A valuation report has been taken from Mr. Pankaj Kumar Chandak, valuer registered with IBBI (IBBI Reg. No: IBBI/RV/02/2020/13283) having registered office at Ward No. 9, Mahaveer Chowk, - Nokha Mandi, Bikaner, Rajasthan -334803

The Registered Valuer had taken the weighted average of value derived by Market Price Method and Net Asset Method to derive Fair Market Value of the equity share. The relevant date for valuation is 20th October, 2023.

G) Amount which the company intends to raise by way of such securities: Rs. 6,72,00,000 (Rupees Six Crores Seventy-Two Lakhs).

H) Material terms of raising such securities: 9,60,000 (Nine lakhs Sixty Thousand) Equity Shares of Rs. 70 each (Face Value: Rs. 10 + Premium: Rs. 60) aggregating to

Rs. 6,72,00,000 (Rupees Six Crores Seventy-Two Lakhs). rank pari passu to existing equity shares.

- D) Contribution being made by promoter or director either as part of offer or separately in furtherance of object:** Except Mr. Prakashchandra Rathi- Director and Promoter and Mrs. Raj Laxmi Ganesh Totala – Spouse of Director and Promoter No contribution is being made by promoter or director either as part of offer or separately in furtherance of object
- J) Proposed time schedule and the time frame within which Preferential Issue shall be completed:** As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of the special resolution provided that where the allotment of the Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- K) Principal terms of assets charged as securities:** N.A.
- L) Relevant date with reference to which the price has been arrived at:** The “Relevant Date” for the Preferential Issue, in terms of the provisions of Regulation 161(a) the SEBI ICDR Regulations shall be 30 days prior to the date of Extraordinary General Meeting i.e. 20st October, 2023.
- M) Listing:** The Company will make an application to the Stock Exchanges where the existing Equity Shares are listed, for listing of the Equity Shares arising out of the allotment, as applicable, pursuant to the Preferential Issue. Such Equity Shares, once allotted, shall rank with the then existing Equity Shares of the Company in all respects, including dividend and voting rights.
- N) Classes of persons to whom allotment is proposed to be made:** Individual
- O) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

Name of the Proposed Allottee	Category	Present Pre-issue Shareholding		Number of Equity Shares to Be allotted	Post -Issue Shareholding		Ultimate Beneficial Owner
		Pre-Issue Holding	% of Shares		Post Issue Holding	Post Issue Percentage	
Prakash Chandra Rathi	Promoter	364888	35.09	500000	864888	43.24	NA
Raj Laxmi Ganesh Totala	Relative of Promoter	NIL	NIL	100000	100000	5.00	NA
Kaustubh Ashish Rathi	Non Promoter	NIL	NIL	62500	62500	3.13	NA
Sangita Ashish Rathi	Non Promoter	NIL	NIL	62500	62500	3.13	NA
Pavan Madanlal Malpani	Non Promoter	NIL	NIL	55000	55000	2.75	NA
Dhanshree Yogesh Malpani	Non Promoter	NIL	NIL	55000	55000	2.75	NA
Ganesh Shivprasad Lahoti	Non Promoter	NIL	NIL	85000	85000	4.25	NA
Smita Shivprasad Lahoti	Non Promoter	NIL	NIL	40000	40000	2.00	NA

P) Change In Control, if any, in the Company that would occur consequent to the preferential offer: There will not be any change in the management of the Company on account of the proposed issue. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted pursuant to this preferential issue.

Q) Number of persons to whom allotment has already been made during the year, number of securities as well as price:

S. No	Name of Equity Shareholder	No. of Shares	Value per share (F.V 10 + Premium 60)
NIL			

R) Justification for allotment other than cash together with valuation report of registered valuer: The proposed Equity Shares shall be issue for cash consideration, therefore the justification is not applicable.

S) The Current and Proposed Status of the allottee(s) post preferential issue namely, promoter or non-promoters:

Sr No	Name	Pre - Issue Holding	No of Shares propose to be issue	Post - Issue Holding	CATEGORY	PAN NO
1	PRAKASH CHANDRA RATHI	364888	500000	864888	Promoter	AAFPR3146M
2	RAJ LAXMI GANESH TOTALA	0	100000	100000	Promoter Group	ACGPT9293E
3	KAUSTUBH ASHISH RATHI	0	62500	62500	Non Promoter	DBQPR3233C
4	SANGITA ASHISH RATHI	0	62500	62500	Non Promoter	AGSPR0652D
5	PAVAN MADANLAL MALPANI	0	55000	55000	Non Promoter	AXQPM7288M
6	DHANSHREE YOGESH MALPANI	0	55000	55000	Non Promoter	BTDPM7843Q
7	GANESH SHIVPRASAD LAHOTI	0	85000	85000	Non Promoter	ACVPL0103A
8	SMITA SHIVPRASAD LAHOTI	0	40000	40000	Non Promoter	ACKPL8103F

T) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue.

Name of the Proposed Allottee	Category	Present Pre-issue Shareholding		Number of Equity Shares to Be allotted	Post -Issue Shareholding	
		Pre-Issue Holding	% of Shares		Post Issue Holding	Post Issue Percentage
Prakash Chandra Rathi	Promoter	364888	35.09	500000	864888	43.24
Raj Laxmi Ganesh Totala	Relative of Promoter	NIL	NIL	100000	100000	5.00
Kaustubh Ashish Rathi	Non Promoter	NIL	NIL	62500	62500	3.13
Sangita Ashish Rathi	Non Promoter	NIL	NIL	62500	62500	3.13
Pavan Madanlal Malpani	Non Promoter	NIL	NIL	55000	55000	2.75
Dhanshree Yogesh Malpani	Non Promoter	NIL	NIL	55000	55000	2.75
Ganesh Shivprasad Lahoti	Non Promoter	NIL	NIL	85000	85000	4.25
Smita Shivprasad Lahoti	Non Promoter	NIL	NIL	40000	40000	2.00

U) Lock-in Period:

- i. Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of SEBI (ICDR) Regulation.
- ii. The entire pre-preferential allotment shareholding of proposed allottee shall be locked in as per Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulation.

V) shareholding pattern of the issuer before and after the proposed preferential issue:

Equity Shareholders

Sr No	Particulars	Pre-issue holding		Post-issue holding	
		No. of shares	% Of shareholding	No. of shares	% Of shareholding
A	Promoters holding (Promoters & Promoters Group)				
1	Indian				
	Individual	600970	57.79	1200970	60.05
	Bodies corporate	-	-	-	-
	Sub-total	600970	57.79	1200970	60.05
2	Foreign promoters	-	-	-	-
	sub-total (A)	600970	57.79	1200970	60.05
B	Non-promoters' holding				
1	Institutional investors				
2	Non-institution				
	Private corporate bodies	44698	4.30	44698	2.23
	Directors and relatives	20019	1.92	20019	1.00
	Resident Individuals	370354	35.61	730354	36.52
	others (including NRIs)	3959	0.38	3959	0.20
	Sub-total (B)	439030	42.21	799030	39.95
	Grand Total	1040000	100	2000000	100

Notes:- 1. The above shareholding pattern has been prepared on the basis of shareholding as on September 30, 2023 as provided by the Registrar and Share Transfer Agent and filed by the Company with the Stock Exchanges.

W) Undertakings

- i. None of the Company, its directors or promoters are categorized as wilful defaulters or fraudulent Borrower by any Bank of Financial institutions or consortium thereof, in accordance with the guideline on wilful defaulters issued by Reserve Bank of India, consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulation is not applicable.
- ii. None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulation.
- iii. The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- iv. As the equity shares have been listed on a recognized stock exchange for a period of more than Twenty Six week on the relevant date, but which was infrequently traded, therefore the price shall be computed as per Regulation 165 of ICDR regulation, the valuation shall be done by an independent valuer, therefore the re-computation of price shall not applicable. Consequently, the undertaking required under regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.
- v. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

X) Auditor's certificate

A copy of the certificate from M/s. SPD & Associates the Statutory Auditors of the Company certifying that the proposed preferential issue, is being made in accordance with the requirements of these regulations shall be placed before the shareholder in Extra-Ordinary General Meeting and which will also be placed on the website of Company before the meeting and the same shall be open for inspection at the Corporate office of the Company between 9:00 A.M. (IST) and 05:00 P.M. (IST) on all working days, other than Saturday, up to the date of the Extraordinary General Meeting.

Y) Compliance Certificate

The Certificate from CS Nishi Jain, (Membership No.: 44254) Practicing Company Secretary, Mumbai confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at the link www.kapilcotex.com.

Z) None of the allottee has sold or transferred any equity shares of the issuer during the 90 days preceding the relevant date.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.5 of this notice except and to the extent of their shareholding in the Company.

The Directors recommend the passing of the resolutions set out above, by the shareholders of the Company as a Special Resolution.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its members and therefore recommends the Special Resolution for your approval.

The papers and documents referred to in the notice and explanatory statement will be open for inspection at the corporate office of the Company on all working days (except Saturdays) from 11 a.m. till 3 p.m., till the hour of the commencement of the meeting and at the meeting venue also.

It is to be noted that this resolution does not relate to or affects any other Company except Kapil Cotex Ltd.

Item No. II

Presently, the Company's Registered Office is located at SHOP NO. 276, DREAMS MALL, L. B. S. MARG, NEAR BHANDUP RAILWAY STATION, BHANDUP (WEST),, Mumbai City, MUMBAI, Maharashtra, India, 400078. The Board of Directors of your Company at their meeting held on 23rd October, 2023 has decided to shift the Registered Office of the Company from Shop No. 276, Dreams Mall, L. B. S. Marg, Near Bhandup Railway Station, Bhandup (West), Mumbai City, Maharashtra, India, 400078 to Gat No 05, Gevrai Tanda, Paithan Road, Dist. Chhatrapati Sambhaji Nagar (Aurangabad) MH 431002 to carry on the business of the Company more economically and efficiently and with better operational convenience. As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution. Therefore the Board recommends the Resolution as set out in Item No. 2 for approval of the Members as Special Resolution.

None of the Directors, Key Managerial Personnel's or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 2 of the Notice.

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]

KAPIL COTEX LIMITED

CIN: L17100MH1983PLC031114

SHOP NO. 276, DREAMS MALL, L. B. S. MARG, NEAR BHANDUP RAILWAY STATION,
BHANDUP (WEST),, Mumbai City, MUMBAI, Maharashtra, India, 400078

Name of the Member(s)	
Registered Office	
Email Id	
Folio No./Client ID	
DP ID	

I/ We being the member (s) of the above named company, hereby appoint

1. Name: Address:
E-mail Id: Signature:, or failing him

2. Name: Address:
E-mail Id: Signature:, or failing him

3. Name: Address:
E-mail Id: Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra-Ordinary General Meeting of members of the Company, to be held on Tuesday the 21st day of November, 2023 at 09.:00 A.M., at 17A, Miniland Gate No 4 Tank Road, Bhandup (West), Mumbai – 400078 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.N	Resolution	For	Against
Ordinary Business: NA			
Special Business:			
1	To consider and Approve issue of equity shares on Preferential basis under private placement.		
2	To approve shifting of registered office of Company from Mumbai to Chhatrapati Sambhaji Nagar (Aurangabad)		

Signed this day of..... 2023

Signature of Shareholder

Signature of Proxy holder(s)

Note: 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.

Affix Revenue
Stamp

Format of Attendance Slip of Extra-Ordinary General Meeting

ATTENDANCE SLIP

Extra-Ordinary General Meeting of members of the Company, to be held on Tuesday the 21st day of November, 2023 at 09:00 A.M., at 17A, Miniland Gate No 4 Tank Road, Bhandup (West), Mumbai – 400078 India.

Regd. Folio No. _____ /DP ID _____ Client ID/Ben. A/C _____ No. of shares held _____

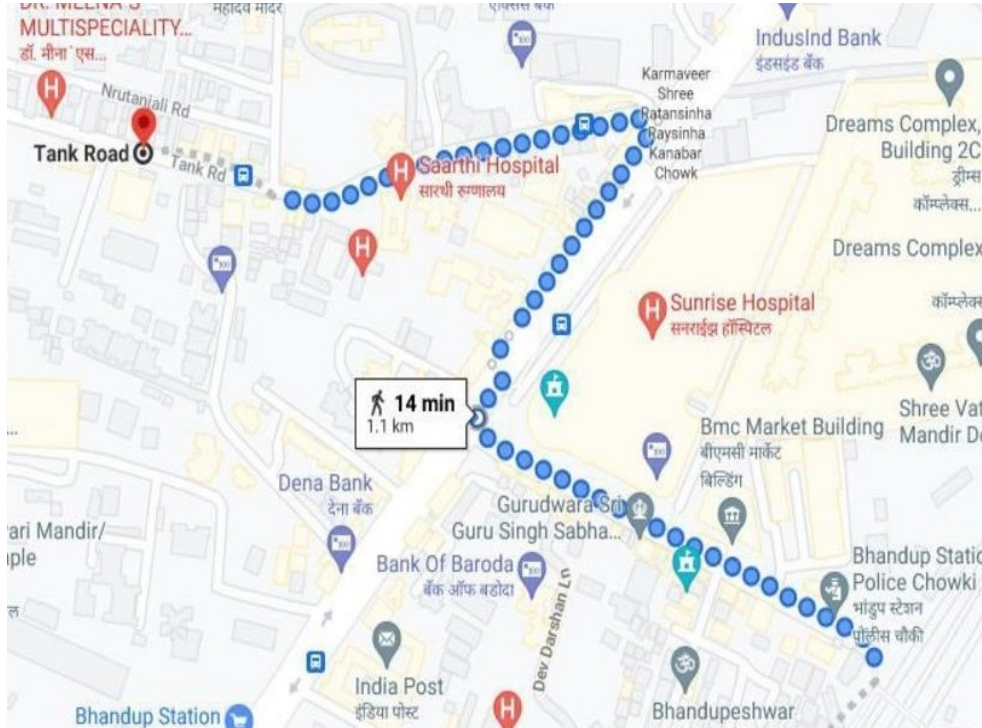
I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Extra-Ordinary General Meeting of members of the Company, to be held Tuesday the 21st day of November, 2023 at 09:00 A.M., at 17A, Miniland Gate No 4 Tank Road, Bhandup (West), Mumbai – 400078 India.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

Route-map to the venue of the Meeting



Venue: 17A, Miniland Gate No 4 Tank Road, Bhandup (West), Mumbai – 400078 India.