



ANNUAL REPORT

2018

CRAVATEX LIMITED

BOARD OF DIRECTORS AND GENERAL INFORMATION

Board of Directors

Rajesh Batra	– Chairman & Managing Director
H. K. Vakharia	– Independent Director
S. D. Israni	– Independent Director
N. R. Mahalingam	– Independent Director
Nabankur Gupta	– Director
Rajiv Batra	– Director
N. Santhanam	– Independent Director
Pheroza Jimmy Bilimoria	– Independent Director

Auditors

Messers GPS & Associates
102, Pressman House, 70-A, Nehru Road
Vile Parle (East), Mumbai – 400099.

Registrars & Share Transfer Agents

Sharex Dynamic (India) Private Limited
Unit No.1, Luthra Industrial Premises
Safed Pool, Andheri Kurla Road
Andheri (East), Mumbai-400072.

Registered Office

4th Floor, Sahas, 414/2, Veer Savarkar Marg,
Prabhadevi, Mumbai-400 025.

Bankers

HDFC Bank Limited
Axis Bank Limited

Chief Financial Officer

Divakar Kamath

Company Secretary

Sudhanshu Namdeo

Corporate Office

2nd Floor, Matulya Center, Senapati Bapat Marg,
Lower Parel (West), Mumbai-400013.

Contents

Financial Highlights	2	Cash Flow Statement	49
Notice	3	Notes to Financial Statement	50
Directors' Report	9	Consolidated Auditors' Report	88
Management Discussion & Analysis Report	29	Consolidated Balance Sheet	92
Report on Corporate Governance	30	Consolidated Profit and Loss Statement	93
Auditors' Report	40	Consolidated Cash Flow Statement	95
Balance Sheet	46	Notes to the Consolidated Statement	96
Profit & Loss Statement	47		

Note :

- Shareholders intending to require information about accounts to be explained in the Annual General Meeting are requested to inform the Company at least 7 days in advance of the Meeting.
- Shareholders are requested to bring their copy of the Annual Report to the Meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued.
- Please address all correspondence regarding share transfer work to the Registrars and Share Transfer Agents and not to the Company's Registered Office.

FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09
	IND AS		IGAAP							
Paid-up Capital	258.42	258.42	258.42	258.42	258.42	258.42	258.42	129.21	129.21	129.21
Reserves and Surplus	2,727.14	2659.47	2988.10	3910.68	3783.69	3477.62	2827.19	2235.93	1665.70	1364.81
Net Worth	2,985.56	2917.89	3246.52	4169.10	4042.10	3736.04	3085.60	2365.14	1794.91	1494.02
Fixed Assets*	2,259.75	2264.91	4796.73	4624.97	4208.86	4137.46	2245.45	2138.88	2053.74	2120.93
Depreciation*	1,234.07	1144.47	2091.61	1783.25	1378.43	1112.54	992.70	902.79	818.16	904.11
Net Block*	1,025.68	1120.44	2705.12	2840.72	2830.43	3024.92	1252.75	1236.09	1235.58	1216.81
Turnover	74.08	15697.36	18590.98	18573.20	18514.53	16736.94	15657.98	9124.36	5844.95	4423.85
Earning / (Loss) before Taxes	31.97	(660.20)	(901.47)	303.79	570.21	1055.49	1199.08	926.51	702.61	266.45
Dividend	— (10%)	—	—	51.68 (20%)	90.45 (35%)	90.45 (35%)	90.45 (35%)	64.60 (50%)	58.14 (45%)	45.22 (35%)
Earning / (Loss) Per Share	1.63	(12.20)	(35.70)	8.82	15.94	29.26	31.95	49.94	28.55	14.30

* Includes Tangible Assets, Intangible Assets & Investment Property

NOTICE OF ANNUAL GENERAL MEETING**NOTICE**

NOTICE is hereby given that the 66th (Sixty Sixth) Annual General Meeting of the Members of **CRAVATEX LIMITED** will be held on Monday, September 17, 2018 at 10.30 a.m. at Textiles Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai - 400 025, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the (a) audited Financial Statements of the Company for the financial year ended March 31, 2018 including audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date together with Reports of the Directors and Auditors thereon; and (b) audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with Reports of the Auditors thereon.
2. To declare a dividend on 4% Non Convertible Cumulative Redeemable Preference Shares for the period ended March 31, 2017.
3. To declare a dividend on 4% Non Convertible Cumulative Redeemable Preference Shares for the financial year ended March 31, 2018.
4. To declare a dividend on the Equity Shares for the financial year ended March 31, 2018.
5. To appoint a Director in place of Mr. Rajesh Batra (DIN 00020764) who retires by rotation and, being eligible, offers himself for re-appointment.

By Order of the Board of Directors

Sudhanshu Namdeo
Company Secretary

Place : Mumbai
Dated : May 25, 2018

CIN : L93010MH1951PLC008546

Registered Office:

Sahas, 4th Floor, 414/2, Veer Savarkar Marg,
Prabhadevi, Mumbai-400 025.

Tel. No.: +91 22 66667474

E-mail: investors@cravatex.com

Website: www.cravatex.com

NOTICE OF ANNUAL GENERAL MEETING

NOTES

1. A member entitled to attend and vote at the meeting shall be entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, 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 a proxy for any other person or shareholder.

The instrument appointing a proxy should be deposited at the registered office of the Company duly completed, stamped and signed, not less than forty-eight hours before the commencement of the meeting.

2. A statement giving the details of the Director seeking re-appointment under Item No. 5 of the accompanying Notice, as required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 11, 2018 to Monday, September 17, 2018 (both days inclusive) for the purpose of determining Members eligible for dividend on Equity Shares, if approved by the Members.
4. Members holding shares in demat form are requested to notify immediately any change in their registered address or bank mandate to their Depository Participant (DP) quoting their Client IDs. Members holding shares in physical form are requested to notify immediately any change in their registered address or bank mandate to the Registrars and Share Transfer Agents of the Company quoting their Folio Number.
5. Unclaimed dividends for the financial year ended March 31, 2011 shall be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government in terms of the provisions of Section 124 of the Companies Act 2013. Those members who have so far not encashed the dividend(s) from the year ended March 31, 2011, till the year ended March 31, 2015 are requested to approach the Registrars and Share Transfer Agents of the Company for payment. The Company has not declared any dividend for the financial year ended March 31, 2016 and March 31, 2017.

In terms of the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the information in respect of the unclaimed dividends as on the date of the 65th Annual General Meeting (AGM) held on September 8, 2017, on the website of the IEPF viz. www.iepf.gov.in and also under the "Investors Section" on the website of the Company viz. www.cravatex.com.

6. Members holding shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members who hold shares singly are advised to avail of nomination facility in their own interest. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
7. In respect of shares held in physical form, the bank account particulars viz. name and address of the branch of the bank, MICR code of the branch, account number with blank cancelled cheque should be sent to the Registrar & Share Transfer Agents of the Company for making payment of dividend through approved electronic mode.

Members holding shares in demat form are requested to provide the particulars of their bank account to their Depository Participant. The Registrar & Share Transfer Agents of the Company will not act on any such request received from the members for change in their bank account particulars. Further, instruction given by members for shares held in physical form would not be applicable to the dividend paid on shares held in demat form.

8. The Securities and Exchange Board of India (SEBI) has made it mandatory to furnish Permanent Account Number (PAN) by participants in securities market. Members are requested to submit the PAN to their Depository Participant (DP)/Registrar & Share Transfer Agents respectively.
9. Electronic copy of the annual report is being sent to the members whose email address are registered with the company/depository participants for communication purposes unless any member has requested for a physical copy of the same. Members who have not registered their email address so far are requested to register their e-mail address with the Registrar & Share Transfer Agents of the Company for receiving all communications from the Company electronically.

NOTICE OF ANNUAL GENERAL MEETING

10. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Friday, September 14, 2018 (9:00 am) and ends on Sunday, September 16, 2018 (5:00 pm). The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 10, 2018, may cast their vote by remote e-voting. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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***

NOTICE OF ANNUAL GENERAL MEETING

5. Your password details 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, your 'initial password' is communicated to you on your postal address.
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.
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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 hemanshu@hkacs.com with a copy marked to evoting@nsdl.co.in.
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.

NOTICE OF ANNUAL GENERAL MEETING

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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 10, 2018.
- VII. Any person, who acquires shares of the Company and become members of the Company after dispatch of the notice and holding shares as the cut-off date i.e. September 10, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@sharexindia.com
- VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- X. Mr. Hemanshu Kapadia, Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, Mumbai has been appointed 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.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- XII. 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 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.cravatex.com and on the website of NSDL 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.

By Order of the Board of Directors

Sudhanshu Namdeo
Company Secretary

Place : Mumbai

Dated : May 25, 2018

CIN : L93010MH1951PLC008546

Registered Office:

Sahas, 4th Floor, 414/2, Veer Savarkar Marg,
Prabhadevi, Mumbai-400 025.

Tel. No.: +91 22 66667474

E-mail: investors@cravatex.com

Website: www.cravatex.com

NOTICE TO ANNUAL GENERAL MEETING

Details of Directors seeking re-appointment at the Annual General Meeting

1) **Mr. Rajesh Batra**, 63, did his schooling in Campion School, Mumbai and graduated from Elphinstone College, in 1975. He then obtained a Diploma in Systems Management from Jamnalal Bajaj Institute in 1978.

His father Ram Batra, was a leading Businessman and Sheriff of Bombay in 1978. Mr. Rajesh Batra, along with his brother Mr. Rajiv Batra, founded PROLINE in 1983. The brand has a national presence and is sold through major department stores, company stores and several hundred points of sale. Mr. Batra was a sportsman and represented India in Tennis in 1970's.

Mr. Batra is a Director on the Board of several private and public limited Companies. He also serves as a trustee on several charitable trusts which provide help in the field of education, medical care and sports.

None of the Directors are related to Mr. Rajesh Batra, except Mr. Rajiv Batra, Director, who are related to each other as brothers.

Mr. Batra holds 60 equity shares in the Company.

Other Directorships: National Peroxide Ltd.; B.R.T. Ltd.; Proline India Ltd.; Proline Exports Pvt. Ltd.; R.B. Fitness & Trading Pvt. Ltd., Cravatex Brands Limited, Bombay Burmah Trading Corporation Limited;

Section 8 Companies: Goodeed Charitable Foundation, Tristar Charitable Foundation, Northstar Charitable Foundation, Venus Charitable Foundation.

Committee Memberships: Cravatex Limited (Stakeholders Relationship Committee, CSR Committee); National Peroxide Ltd. (Audit Committee; Nomination and Remuneration Committee, Stakeholders Relationship Committee, CSR Committee).

Route Map to the Venue



REPORT OF THE BOARD OF DIRECTORS

DIRECTORS' REPORT

To The Members of Cravatex Limited

Your Directors present the audited Financial Statements of the Company including audited Balance Sheet and the Statement of Profit and Loss together with their Report for the year ended March 31, 2018.

	Current Year Rupees in Lacs	Previous Year Rupees in Lacs
FINANCIAL HIGHLIGHTS		
Earnings before Finance Cost, Depreciation and Taxation	230.51	145.80
Less : Finance Cost	103.80	955.14
Less : Depreciation	94.74	311.60
Profit (Loss) before Exceptional Item	31.97	(1,120.94)
Exceptional Item:		
Add : Profit on Sale of Undertaking	—	460.74
Profit (Loss) before Tax	31.97	(660.20)
Tax Expense		
Deferred Tax Asset / (Liability)	8.06	345.02
Excess Tax Provision for Earlier years	2.15	—
Profit (Loss) after Taxation	42.18	(315.18)
Other Comprehensive Income / (Loss)	25.49	(16.40)
Total Comprehensive Income / (Loss)	67.67	(331.58)

STATEMENT OF COMPANY AFFAIRS

The total revenue from operations of the Company for the year under review was Rs.74.08 lacs as against Rs. 15697.36 lacs in previous year, while the profit before finance cost, depreciation and taxation stood at Rs.230.51 lacs as against Rs.145.80 lacs for the previous year. Profit after tax for the year was Rs.42.18 lacs as against the loss of Rs 315.18 lacs for the previous year. The total comprehensive income for the year was Rs.67.67 lacs as against total comprehensive loss of Rs.331.58 for the previous year. The figures for the financial year 2017-18 are not comparable with the figures for the financial year 2016-17 as the Company had sold its Fila and Fitness business under slump sale basis to Cravatex Brands Limited, a subsidiary of the Company in the financial year 2016-17.

DIVIDEND

The Directors are pleased to recommend dividend of 4% (at the rate of Rs.0.40 per share of Rs.10/- each) on 90,00,000 Non Convertible Cumulative Redeemable Preference Shares allotted on 12/04/2016 for the period ended 2016-17 and for financial year ended 2017-18, which would be tax-free in the hands of the Members.

The Directors are also pleased to recommend dividend of 10% (at the rate of Rs. 1/- per equity share of Rs. 10/- each) for the financial year 2017-18, which would be tax-free in the hands of the Members.

EQUITY SHARE CAPITAL

The total issued, subscribed and paid up equity share capital of the Company as on March 31, 2018 was Rs.2,58,41,600/- divided into 25,84,160 equity shares of Rs. 10/- each (listed on BSE).

PREFERENCE SHARES

The Company has issued 90,00,000 4% Non Convertible Cumulative Redeemable Preference shares of Rs. 10/- each (unlisted) on private placement basis.

TRANSFER TO RESERVES

The Company has not transferred any amount to the general reserves.