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GRAVITY (INDIA) LIMITED



**31st Annual Report
2017-18**

Route Maps Gravity (India) Limited to Andheri Railway Station

Drive 3.0 km, 11 min



GRAVITY (INDIA) LIMITED

THIRTYTH ANNUAL REPORT 2017-18
CIN NO. : L17110MH1982PLC042899

BORAD OF DIRECTORS

Mr. Varun D. Thakkar
Chairman & Managing Director
(DIN: 00894145)

Mrs. Dakshaben R. Thakkar
Director
(DIN: 005768846)

Mrs. Prabhavati Shetty
Independent Director
(DIN: 01883922)

Mr. Vipul Prajapati
Independent Director
(DIN: 2122209)

CFO

JAY THAKKAR

COMPANY SECRETARY

SUJATA NADGOUDA
(resigned w.e.f 12.7.2018)

BANKERS

Bank of Baroda

PLANT LOCATION

Survey No.10/1, Village Khutali,
Khanvel, Dudhani Road, Silvassa,
Union Territory of Dadra and Nagar Haveli.

REGISTERED OFFICE

Gala No. 131, Sanjay Bldg. No 5-B,
Mittal Industrial Estate, Andheri-Kurla Road,
Andheri (East), Mumbai- 400 059. India.

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GRAVITY (INDIA) LIMITED

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Members of Gravity (India) Limited will be held at the Registered Office of the Company situated at Unit No: 131, 1st Floor, Sanjay Building No.5-B, Mittal Industrial Estate, Sir Mathuradas Vasanji Road, Andheri (East), Mumbai – 400 059, India, on Saturday, 29th September, 2018 at 1:00 pm to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement (Standalone) for the Financial Year ended 31st March, 2018, and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dakshaben Rasiklal Thakkar (DIN: 00576846) who retires by rotation at this Annual General Meeting and being eligible, seeks re-appointment.
3. To ratify the appointment of Statutory Auditors for the Financial Year 2018-19 and to fix their remuneration in this regard:

“RESOLVED THAT pursuant to the provisions of Sections 139 and all other applicable provisions, if any, of the Companies Act, 2013, and the, Companies (Audit and Auditors Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. LLB & Co, Chartered Accountants, Mumbai (Firm Registration No. 117758W) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual general Meeting to be held in the year 2019-20 to examine and Audit the Accounts of the Company at such Remuneration as may be mutually agreed between the Board of directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. To consider and approve the Proposal for Sale of premises of the Company situated on second floor at Kondivita 202, Bldg. No. 2, CTS 468, Kondivita Village, Opp. Saidev Hotel, Andheri East, Mumbai 400059.

To consider and if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in furtherance to resolution passed at the Board Meeting of the Company held on 09th August, 2018 and pursuant to Section 180 (1) (a) and other provision (if any) of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) the Memorandum and the Articles of Association of the Company and subject to such other approvals and permissions as may be required and applicable to the Company, the consent of the shareholders be and is hereby accorded to sell/dispose off the whole or part of the company's undertaking in premises situated on second floor at Kondivita 202, Bldg. No. 2, Andheri East, Mumbai 400059.

“RESOLVED FURTHER THAT the Board proposes to sell/dispose of premises of the Company situated on second floor at Kondivita 202, Bldg. No. 2, CTS 468, Kondivita Village, Opp. Saidev Hotel, Andheri East, Mumbai 400059 on such terms and conditions as may be approved by the Board.

“RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to finalise the terms of sale as aforesaid and such other agreements deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed, to determine the consideration, and to make all such filings and applications for the statutory /regulatory and other approvals as may be required in the matter of selling and / or disposing off the asset of the Company and to complete the aforesaid transaction to be in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors of the Company be and is hereby authorised by the Board to finalise, settle and execute such documents, deeds, writings, papers, agreements as may be required and to do all acts, deeds, matter and things necessary proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.

**By Order of the Board
Gravity (India) Limited**

**Mumbai
09th August, 2018**

**Varun Thakkar
Managing Director
(DIN: 00894145)**

Explanatory Statement attached as per Section 102 of the Companies Act, 2013**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members up to and not exceeding fifty and holding in the aggregate not more than ten per cent 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 shareholder.

Proxies, in order to be effective, must be received at the Registered office of the Company at Unit No: 131, 1st Floor, Sanjay Building No.5-B, Mittal Industrial Estate, Sir Mathuradas Vasanji Road, Andheri (East), Mumbai – 400 059, not less than forty-eight hours before the commencement of the AGM.

In case of joint holders attending the meeting, the members whose name appears as the first holder in the order of the names as per the Register of Members of the company will be entitled to vote.

Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

2. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Universal Capital Securities Pvt.Ltd. (Formerly known as Mondkar Computer Pvt. Ltd.) (Unit: Gravity (India) Limited) -21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.
3. The Register of Members and Transfer Books of the Company will be closed from Saturday 22nd September, 2018 to Saturday 29th September, 2018 (both days inclusive) for determining the names of the members eligible for dividend on Equity Shares, if declared in the meeting.
4. Members are requested to furnish bank details, Email address, change of address etc. to the Company's Registrar and Share Transfer Agents so as to reach them at the latest, in order to take note of the same. In respect of members holding shares in electronic mode, the details would be furnished by the Depositories as at the close of the aforesaid date will be considered by the Company. Hence, Members holding shares in demat mode should update their records at the earliest.
5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 11 a.m. and 1 p.m. up to the date of the Annual General Meeting.
6. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Universal Capital Securities Pvt. Ltd. at the above mentioned address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
7. Under the Companies Act, 2013 dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government. As there is no unpaid or unclaimed Dividend lying with the Company that need to be transferred to IEPF, there is no information under this head.
8. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service ("ECS") to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the

electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.

9. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2017-18 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with the RTA (in case of Shares held in physical form).
10. Section 20 of the Companies Act, 2013 permits service of documents on members by a company through electronic mode. Accordingly, as a part of the Green Initiative, electronic copy of the Annual Report for FY 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. Members may also note that the Annual Report for FY 2017-18 will also be available on the Company's website www.gravityindia.net for download.
11. The Company has designated an exclusive e-mail id viz. gravityindia27@gmail.com to enable Investors to register their complaints, if any
12. Members are requested to:
 - a. intimate to the Company's Registrar and Transfer Agents, Universal Capital Securities Pvt. Ltd. changes, if any, are to be made in their registered addresses at an early date, in case of Shares held in physical form;
 - b. intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form;
 - c. quote their folio numbers/Client ID/DP ID in all correspondence; and
 - d. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names
 - e. Bring their copy of the Annual Report to the Annual General Meeting.
13. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting

14. IMPORTANT – E-Voting Instructions:

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through e-voting services provided by CDSL, on all the resolutions set forth in this Notice. Instructions for e-voting are given here in below. A resolution passed by the Members through remote e-voting and polling paper is/are deemed to have been passed as if they have been passed at the AGM.
- b. Mr. Paras Rajendra Shah has been appointed as the Scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner.
- c. The facility for voting, through polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting.
- d. The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- e. Members can opt for only one mode of voting i.e. either by Polling or e-voting. In case members cast their votes through both modes, voting done by e-voting shall prevail and votes cast through Polling paper shall be treated as invalid.
- f. The remote e-voting period commences from Wednesday, 26th September, 2018 (09:00 am) I.S.T to Friday 28th September, 2018 (05:00 pm) IST . During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Sunday, 23rd September, 2018 may cast their vote by remote e-voting. The remote e-voting schedule shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

15. The process and manner for remote e-voting are as under:

The instructions for shareholders voting electronically are as under:

The voting period begins on Wednesday, 26th September, 2018 (09:00 am) I.S.T and ends on Friday 28th September, 2018 (05:00 pm) IST During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Sunday, 23rd September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as sr no affixed on Annual Report, in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 (v)

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

GRAVITY (INDIA) LIMITED

- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. i-Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non – Individual Shareholders and Custodians.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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 unblock the votes cast to remote evoting in the presence of at least two witness not in the employment of the Company.

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 "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, along with the result of remote e-voting shall submit the same 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.gravityindia.net and on the website of CDSL 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.

EXPLANATORY STATEMENT TO THE ANNUAL GENERAL MEETING NOTICE:**ITEM NO. 04:**

In terms of Section 180(1)(a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company without the consent of the shareholders by way of a special resolution at the general meeting of the company.

In terms of explanation to Section 180(1)(a), the term 'undertaking' means an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year.

The expression 'substantially the whole of the undertaking' in any financial year shall mean 20% percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

In furtherance to the abovementioned purpose the Board proposes to sell its' property situated on second floor at Kondivita 202, Bldg. No. 2, CTS 468, Kondivita Village, Opp. Saidev Hotel, Andheri East, Mumbai 400059 for an amount not exceeding Rupees. Five Crore.

Further to comply with the provisions of section 180(1)(a) as specified above, the company is exceeding the limit specified in the said section, and hence it is required to grant the approval of Shareholders.

The Board recommends the resolution No. 04 for the approval of shareholders as Special Resolution.

Except Mr. Varun Thakkar, Managing Director of the Company, Mr. Jay Thakkar CFO of the Company and Mrs. Dakshaben Thakkar Non-Executive Director of the Company, None of the other Directors and KMP are in any way interested in the said resolution except for their shareholding in the company.

Details of the Directors seeking re-appointment at the 31st Annual General Meeting**(In pursuance of Regulation 36 of the SEBI (Listing and Disclosure Requirements) Regulations, 2015)**

Name of the Director	Mrs. Dakshaben Rasiklal Thakkar
Date of Birth	04/03/1957
Date of Appointment	13/03/1987
Qualifications	S.S.C
Directorship in other Companies	Gravity Textiles Pvt Ltd Dakshali Synthetics Pvt Ltd
Committee Positions in Gravity (India) Limited	Audit Committee – Member Nomination & Remuneration Committee – Member Stakeholder's Relationship Committee – Member
Committee Positions in other Public Limited Companies	None
Relation between Directors	Mother of Mr. Varun Thakkar, Managing Director
Number of Shares held in Gravity (India) Limited	8,37,597

Mumbai
Date: 9th August , 2018

By Order of the Board
Gravity (India) Limited
Sd/-
Varun Thakkar
Chairman & Managing Director
(DIN 00894145)

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2017-2018**To****The Members,**

Your Directors have pleasure in presenting Annual Report on the business and operations of the Company and the accounts for the financial year ended on 31st March, 2018.

1.Financial Results:-

(Amt. in Rs)

Particulars	31.03.2018	31.03.2017
Turnover	213,905,437	239,696,314
Total Revenue	214,776,313	250,784,884
Less: Total Expenditure	214,439,150	250,692,219
Profit/loss before exceptional items, Extraordinary item and tax	337,163	92,664
Exceptional items	0	0
Profit / (loss) before tax	337,163	92,664
Less : Provision for tax/deferred tax	7,190,294	464,925
Net Profit after tax	-6,853,131	-37,2260

2.Share Capital

The Authorized Share Capital of the Company is divided into 150 lakhs Equity Shares of Rs.10 /-each, aggregating to Rs. 15 crores. The Issued, Subscribed and Paid up Capital is Rs. 90019500 (Nine Crore Nineteen thousand five hundred only) divided into 9,001,950 Equity shares of Rs. 10/- each as on 31st March,2018.

3.Reserves:-

Reserve & Surplus were Rs 10,883,557 at the end of the financial year. During the year, the company has not transferred any amount to General Reserve.

4.Dividend:-

On account of net loss to the Company the Board has not recommended any dividend for the year under review.

5.Operations:-

During the year under review, the Sales turnover of the company decreased from Rs. 239,696,314 in the previous year to Rs. 213,905,437. The net loss of the Company for the year is Rs. 6,853,131 as against a net loss of Rs. 37,2260 in previous year.

6. Material changes occurred between the end of the Financial Year to which the financial statements relate and the date of the Report .

These are no Material Changes which occurred between end of financial year 2017-18 and the date of the Report .

7. Board of Directors and Composition:-

The Board of Directors comprise of eminent, experienced and reputed Individuals of the Industry. During the year, the non-executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.