



# 10<sup>th</sup> ANNUAL REPORT 2014-15



## 10<sup>th</sup> ANNUAL REPORT

2014-2015

### Board of Directors

- |                          |                                |
|--------------------------|--------------------------------|
| • Mr. Harish Chandak     | Chairman and Managing Director |
| • Mr. Shailesh Chandak   | Executive Director             |
| • Mrs. Sarika Chandak    | Executive Director             |
| • Mr. Govindlal Saboo    | Independent Director           |
| • Mr. Nitin Maheshwari   | Independent Director           |
| • Mr. Kishan Kumar Sarda | Independent Director           |

### Key Managerial Personnel

- |                        |                         |
|------------------------|-------------------------|
| • Mr. Harish Chandak   | Managing Director       |
| • Mr. Shailesh Chandak | Chief Financial Officer |

### Internal Auditor

Mr. Mohanlal Karnani

### Bankers

Kotak Mahindra Bank

### Statutory Auditors

Sanjay Maheshwari & Associates, Chartered Accountants

### Secretarial Auditors

M/s. R.M. Mimani & Associates, Company Secretaries

### REGISTRAR AND TRANSFER AGENT

Bigshare Services Private Limited  
E-2 Ansa Industrial Estate,  
Sakivihar Road Saki Naka,  
Andheri (East), Mumbai – 400 072  
Tel: +91 – 22 – 4043 0200; Fax: +91 – 22 – 2847 5207  
Email: [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com); Website: [www.bigshareonline.com](http://www.bigshareonline.com)

### Registered Office and Contact Details and Website

Kavita Fabrics Limited,  
105, Balaji Industrial Society - 1,  
Udhna Magdalla Road, Surat – 395007, Gujarat, India.  
Tel: +91 – 261 – 3018759 Fax: +91 - 261- 3018759  
Email: [info@kavitafabrics.com](mailto:info@kavitafabrics.com), Website: [www.kavitafabrics.com](http://www.kavitafabrics.com)  
CIN: L17110GJ2005PLC046929



## Table of Contents

Particulars	Page No
Notice	4
Route Map to Annual General Meeting	11
Directors Report	12
Nomination and Remuneration Policy	34
Secretarial Audit Report	41
Management Discussion and Analysis	46
Corporate Governance Report	48
CEO/CFO Certification	61
Auditors Certificate on Corporate Governance	62
Auditors Report	63
Balance Sheet	68
Profit and Loss Account	69
Cash Flow Statement	70
Notes to Accounts	72
Proxy Form	85



**KAVITA FABRICS LIMITED**

(CIN: L17110GJ2005PLC046929)

Registered Office: 105, Balaji Industrial Society-1,  
Udhna Magdalla Road, Surat 395007

Email: info@kavitafabrics.com, Website: www.kavitafabrics.com

Phone: +91-261-3018759, Fax: +91-261-3018759

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 10<sup>th</sup> ANNUAL GENERAL MEETING OF “**KAVITA FABRICS LIMITED**” will be held at the registered office of the Company at 105, Balaji Industrial Society-1, Udhna Magdalla Road, Surat 395007 on 25<sup>th</sup> September, 2015 at 11:00 a.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2015 including audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

1. To appoint a director in place of Mr. Shailesh Chandak (holding DIN 01058498), who retires by rotation and being eligible offered himself for re-appointment.

2. To appoint M/s. Sanjay Maheshwari & Associates, Chartered Accountants (ICAI Registration No. 113289W) as statutory auditors of the Company and fix their remuneration.

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Sanjay Maheshwari & Associates, Chartered Accountants having ICAI Registration No. 113289W, who have offered themselves for reappointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act be and are hereby appointed as Statutory Auditors of the Company to hold office from conclusion of this Tenth Annual General Meeting until the conclusion of the Fourteen Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and reimbursement of out of pocket expenses incurred by them in connection with the Audit of Accounts of the Company.”

**By Order of the Board of Directors**

**Shailesh Chandak**  
Director

Date: August 31, 2015

Place: Surat

**Kavita Fabrics Limited**

105, Balaji Industrial Society-1,  
Udhna Magdalla Road, Surat 395007



**NOTES:**

1. The Register of Members and the Share Transfer books of the Company will remain closed from September 21, 2015 to September 25, 2015 (both days inclusive) for the purpose of the Annual General Meeting.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of the relevant Board of Directors resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
4. Details under as required under of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
5. Electronic copy of the Notice of the 10<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form 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 hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 10<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
6. Notice of the 10<sup>th</sup> Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website [www.kavitafabrics.com](http://www.kavitafabrics.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [info@kavitafabrics.com](mailto:info@kavitafabrics.com).



7. Notice of the 10<sup>th</sup> Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website [www.kavitafabrics.com](http://www.kavitafabrics.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Surat for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [info@kavitafabrics.com](mailto:info@kavitafabrics.com)
8. Mrs. Monika Kothari Practicing Chartered Accountant (Membership No. 137777) and has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
9. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 10<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
10. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
11. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.kavitafabrics.com](http://www.kavitafabrics.com) immediately after the declaration of result by Chairman of the Company and the same will be communicated to the BSE Limited.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.



## VOTING BY ELECTRONIC MEANS

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 22, 2015 (9:00 am) and ends on September 24, 2015 (5:00 pm). 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 September 18, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	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"> <li>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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>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.</li> </ul>
Dividend Bank Details OR Date of	<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"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details</li> </ul>



Birth (DOB)	field as mentioned in instruction (v).
-------------	--

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for “Kavita Fabrics Limited” on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.





- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**By Order of the Board of Directors**

**Shailesh Chandak**  
Director

Date :August 31, 2015

Place: Surat

KAVITA FABRICS LIMITED  
Regd. Office; 105,Balaji Industrial Society-1,  
UdhnaMagdalla Road, Surat 395007

Encl: Proxy Form



## ANNEXURE TO ITEM NOS. 2 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General meeting

Name of Director	Mr. Shailesh Chandak
Date of Birth	17/04/1979
Nationality	Indian
Date of First Appointment on the Board	October 18, 2005 (Appointed as Director since incorporation)
Qualifications	B. Com (Andhra University)
Expertise in specific functional Areas	Corporate Relationships, Strategic planning and Marketing Functions
No. of Shares held in the Company	2,56,002
List of Directorships held in other Companies	Nil
Chairman/Member in the Committee of the Boards of Companies in which he is a Director	Nil
Terms and Conditions of Appointment/re-appointment	As per Section 149 and 152 of Companies Act, 2013
Remuneration paid (Paid in the last year)	Rs 3,60,000/-
Relationship with other Directors	Son of Mr. Harish Chandak (Promoter and Managing Director) and Husband of Mrs.Sarika Chandak (Promoter and Director)
No. of Board Meetings attended in FY 2014-15	27 May, 2014, July 08, 2014, July 22, 2014, November 12, 2014, January 09, 2015 and March 31, 2015.