



KAVITA FABRICS LIMITED
12th ANNUAL REPORT 2016-17

THIS PAGE IS INTENTIONALLY LEFT BLANK

TABLE OF CONTENTS

SR NO	PARTICULARS	PAGE NO.
1	Corporate Information	4
2	Letter to the Shareholders	6
3	Notice to Shareholders	7
4	Route Map to Annual General Meeting	14
5	Director's Report	15
6	Nomination and Remuneration Policy	30
7	Secretarial Audit Report	37
8	Management Discussion and Analysis	41
9	Corporate Governance Report	43
10	CEO/CFO Certification	56
11	Auditor's Certificate on Corporate Governance	57
12	Independent Auditor's Report	58
13	Balance Sheet	65
14	Profit & Loss Account	66
15	Cash Flow Statement	67
16	Notes to Financial Statement	69
17	Attendance Slip	79
18	Proxy Form	80



12th ANNUAL REPORT OF 2016-2017

CORPORATE INFORMTAION

BOARD OF DIRECTORS

Mr. Harish Chandak	Chairman and Managing Director
Mr. Shailesh Chandak	Executive Director
Mr. Sarika Shailesh Chandak	Executive Director
Mr. Nitin Maheshwari	Independent Director
Mr. Kishan Kumar Sarda	Independent Director
Mr. Govindlal Meghrajji Saboo	Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Harish Chandak	Managing Director
Mr. Shailesh Chandak	Chief Financial Officer

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Nitin Maheshwari - Chairman
Mr. Kishan Kumar Sarda - Member
Mr. Shailesh Chandak - Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Nitin Maheshwari - Chairman
Mr. Kishan Kumar Sarda - Member
Mr. Govindlal Meghrajji Saboo - Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Kishan Kumar Sarda - Chairman
Mr. Nitin Maheshwari - Member
Mr. Shailesh Chandak - Member

INTERNAL AUDITOR

M/s. Mahesh Bairat & Associates, Chartered Accountants

BANKERS

Kotak Mahindra Bank



STATUTORY AUDITORS

M/S. R T Jain & Co. LLP 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; Website: 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,

Website: www.kavitafabrics.com

CIN: L17110GJ2005PLC046929



LETTER TO THE SHAREHOLDERS

Dear Shareholders,

It gives me immense pleasure to present the Annual Report for 2016-17 for **Kavita Fabrics Limited**.

While Your Company is in its 12th year of operations, the outlook for 2017-18 is positive. I would like to take this opportunity to thank each and every employee as well as those who work with us across the value chain for their unstinting support and hard work in the service of our Company. I would also like to thank you, our shareholders, for your continued trust in the business and look forward to the same in the next fiscal year.

Best Regards

Harish Chandak
Chairman

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 12th 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 September 29, 2017 at 11:00 p.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, 2017 including audited Balance Sheet as at March 31, 2017 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.
2. To appoint a director in place of Mr. Shailesh Chandak (holding DIN 01058498), who retires by rotation and being eligible offered herself for re-appointment.
3. Ratification of the appointment of M/S. R T Jain & Co. LLP Chartered Accountants Statutory Auditors:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by Members at the Third Annual General Meeting appointing M/s R T Jain & Co. LLP, Chartered Accountants (Firm Registration No.103961W/W100182) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 16th Annual General Meeting of the Company to be held in the year 2021, the Company hereby ratifies and confirms the appointment of M/s R T Jain & Co. LLP, as Statutory Auditors of the Company for the financial year ending 31st March, 2018 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

NOTES:

1. **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.** Pursuant to Section 105 of the Companies Act, 2013, 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. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, the first fifty proxies received by the Company shall be considered as valid. The instrument of

Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. 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 authorizing their representative(s) to attend and vote on their behalf at the Meeting.
3. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, September 23, 2017 to Friday, September 29, 2017 (both days inclusive) for the purpose of the Annual General Meeting.
4. Details as required in Regulation 36(3) of the Listing Regulations, in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Requisite declarations have been received from the Directors seeking appointment / re-appointment.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
7. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means by Central Depository Services (India) Limited (CDSL)
8. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 22nd September, 2017, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in

this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting)

9. The remote e-voting period will commence at 9 a.m. on Tuesday, 26th September, 2017 and will end at 5 p.m. on Thursday, 28th September, 2017. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.
10. The Company has appointed Mrs. Monika Kothari (M. S. Kothari & Associates) Practicing Chartered Accountant (Membership No. 137777), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
11. Notice of the 12th Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website 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
12. 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 favors or against , if any, forthwith to the Chairman of the Company.
13. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kavitafabrics.com immediately after the declaration of result by Chairman of the Company and the same will be communicated to the BSE Limited.
14. All documents referred to in the accompanying Notice 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.

15. VOTING BY ELECTRONIC MEANS

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins September 26, 2017 (9:00 am) and ends on September 28, 2017 (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 22, 2017

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.
- (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 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"> 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. 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> <p>a) 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).</p>

- (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'