



15TH ANNUAL REPORT 2019-20

NIBE LIMITED (Formerly Known as Kavita Fabrics Limited)



2019 - 20

NIBE LIMITED (FORMERLY KNOWN AS KAVITA FABRICS LIMITED)

105 BALAJI INDUSTRIAL SOCIETY - 1, UDHNA MAGDALLA ROAD, SURAT – 395007, GUJARAT, INDIA

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ganesh Ramesh Nibe	Managing Director
Mrs. Manjusha Ganesh Nibe	Executive Director & Chairman
Mr. Sanjay Shivajirao Dighe	Non-Executive Independent Director
Mr. Bhagwan Krishna Gadade	Non-Executive Independent Director
Mr. Shyamkant Sitaram Pawar	Non-Executive Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Ganesh Ramesh Nibe	Managing Director
Mr. Hemant Dilip Wani	Chief Financial Officer (CFO)
Mr. Rakesh Narayan Todkari	Company Secretary and Compliance Officer

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Shyamkant Sitaram Pawar - Chairman
Mr. Sanjay Shivajirao Dighe - Member
Mr. Ganesh Ramesh Nibe - Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Sanjay Shivajirao Dighe - Chairman
Mr. Shyamkant Sitaram Pawar - Member
Mr. Bhagwan Krishna Gadade - Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Sanjay Shivajirao Dighe - Chairman
Mr. Shyamkant Sitaram Pawar - Member
Mr. Bhagwan Krishna Gadade - Member

INTERNAL AUDITOR

M/s. Mahesh Bairat & Associates, Chartered Accountants (FY 2019-20)
M/s. JCA & Associates, Chartered Accountants (FY 2020-21)

BANKERS

Union Bank



STATUTORY AUDITORS

M/S. JPL & Associates, Chartered Accountants (FY-2020-21)

SECRETARIAL AUDITORS

M/s. R.M. Mimani & Associates, Company Secretaries (FY 2019-20)

M/s. Gautam Tiwari, Company Secretaries (FY 2020-21)

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

Nibe Limited (Formerly known as 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@nibelimited.com,

Website: www.nibelimited.com

CIN: L34100GJ2005PLC046929



LETTER TO THE SHAREHOLDERS

Dear Shareholders,

It gives me immense pleasure to present the Annual Report for 2019-20 for **Nibe Limited (Formerly known as Kavita Fabrics Limited)**

Adversity, they say, is the true test of character.

Your company achieved many admirable wins and milestones through the first 11 months of FY 2020. But it was in the final days of the year that the true nature of its purpose-driven worldview truly shone through. Your company prioritized the health and safety of its employees, kept customers' mission critical systems running under very difficult circumstances and pitched in to help communities across the world battle the pandemic.

When we emerge out of this crisis, the world will be a very different place. We are witnessing many of those changes already. With cloud and the new class of collaboration tools, people are discovering that they are able to collaborate with each other just as well working from home, as they did in person in the pre-COVID era.

The next few months will be difficult, but your company is strong with deep relationships with customers, enviable scale, a diversified business mix, a robust and resilient business model, and strong financials.

In the post pandemic world Your company is well poised to take the lead in partnering customers to recover and rebound on to their growth and transformation journeys.

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.

Warm Regards

Manjusha Nibe
Chairman



NOTICE OF 15th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 15th Annual General Meeting of “**NIBE LIMITED**” (Formerly known as **Kavita Fabrics Limited**) will be held on 18th September, 2020 at 2.30 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business::

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 including audited Balance Sheet as at March 31, 2020 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 Mrs. Manjusha Ganesh Nibe (holding DIN 05114706) as a director liable to retire by rotation.

SPECIAL BUSINESS:

3. **Reclassification of the Status of Promoter Shareholding into Public Shareholding**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions of Listing Regulations and other applicable laws, subject to necessary approvals from the SEBI Board, Stock Exchange and other appropriate statutory authorities, as may be necessary, the consent of the Members of Company be and is hereby accorded to re-classify Mr. Shailesh Harish Chandak, Harish Bhagirath Chandak HUF, Mr. Harish Bhagirath Chandak, Shaileshkumar Harishkumar Chandak HUF, Mr. Om Prakash Daga and Mrs. Sarika Shailesh Chandak (‘the erstwhile Promoter and Promoter Group of the Company’/ ‘Applicant’) not holding any equity shares of the Company till the date of AGM forming part of the Promoter Group from “Promoter and Promoter Group Category” to “Public Category”.

RESOLVED FURTHER THAT that the applicant seeking re-classification and persons related to the applicant as defined under sub-clauses (ii), (iii) and (iv) of clause (pp) of sub-regulation (1) of regulation 2 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 seeking re-classification shall not:

- (i) together, hold more than ten percent of the total voting rights in the Company;
- (ii) exercise control over the affairs of the Company directly or indirectly;

- (iii) have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- (iv) be represented on the board of directors (including not having a nominee director) of the Company;
- (v) act as a key managerial person in the Company;
- (vi) be a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- (vii) be a fugitive economic offender.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to submit the application for reclassification to the SEBI Board, Stock Exchange, wherein the securities of the company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT any Directors of the Company be and is hereby authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution."

4. Appointment of M/s JPL and Associates, Chartered Accountants, as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s. R. T. Jain & Associates, Chartered Accountants

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s JPL and Associates, Chartered Accountants, (Firm Registration No. 132748W) be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s R. T. Jain & Associates, Chartered Accountants.

RESOLVED FURTHER THAT M/s JPL and Associates, Chartered Accountants, (Firm Registration No.132748W) shall be entitled to hold the office of the Statutory Auditors of the Company upto the conclusion of the 20th Annual General Meeting to be held in the year 2025 at such remuneration (including fees for Certification) and reimbursement of out of pocket expenses for the purpose of audit as may be fixed by the Board of Directors of the Company, on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time.

5. Consider and Approve Alteration of Object Clause of Memorandum of Association of company.

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

RESOLVED THAT pursuant to the provisions of section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with rule no. 32 of Companies

(Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the object clause of the company as placed before Board on 12th August, 2020 is be and is hereby approved and adopted.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby to do all acts and take all such steps as may be necessary, to give effect to the aforesaid resolution.

6. Consider and Approve Related Party Transactions under Section 185 of companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding Rs.50 Crores [Rupees Fifty Crores Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company."

"RESOLVED FURTHER THAT the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/undertakings/agreements/papers/writings for giving effect to this Resolution."

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to info@nibelimited.com.
5. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form with Bigshare Services Private Limited in case the shares are held by them in physical form.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form.
7. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 15th September, 2020 through email on info@nibelimited.com. The same will be replied by the Company suitably.
10. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
11. The Business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.nibelimited.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL <https://www.evotingindia.com>.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Bigshare Services Private Limited for assistance in this regard.
17. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from 14th September 2020 to 18th September, 2020 both days inclusive.
18. The relative Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
19. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the Electronic form are therefore requested to submit their PAN to their depository Participants with whom they are maintaining their demat accounts. Members holding Physical shares can submit their PAN to the Company/ Bigshare Services Private Limited.
20. **Process for those members whose email ids are not registered:**
 - i. Members in physical mode or demat mode can register their email address through the link provided by Bigshare Services Private Limited <https://bigshareonline.com/InvestorRegistration.aspx> and following the registration process as guided thereafter. Post successful registration of the email, the members would get a confirmation on their email id. In case of any queries, members may contact the RTA through their website <https://bigshareonline.com>.
 - ii. The RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

21. Instructions for e-voting are as follows:

A. VOTING BY ELECTRONIC MEANS

- (i) In compliance with 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 Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The instructions for e-voting are given herein below.