



**KAVITA FABRICS LIMITED**  
**12<sup>th</sup> ANNUAL REPORT 2016-17**



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## 12<sup>th</sup> ANNUAL REPORT OF 2016-2017

### CORPORATE INFORMATION

#### 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



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**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



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## 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 12<sup>th</sup> 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 12<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 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 16<sup>th</sup> 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, 22<sup>nd</sup> 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, 26<sup>th</sup> September, 2017 and will end at 5 p.m. on Thursday, 28<sup>th</sup> 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 12<sup>th</sup> Annual General Meeting and the Annual Report for 2017 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)
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](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.
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](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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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 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> <ol style="list-style-type: none"><li>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).</li></ol>

- (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) EVSN of Kavita Fabrics Limited is 170906020
- (xiv) 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.
- (xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xix) 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.
- (xx) **Note for Non-Individual Shareholders and Custodians**
  - b) Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - c) 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).
  - d) 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.



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- e) 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.
- f) 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.
- (xxi) 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**

**Sd/-**

**Date:** 6<sup>th</sup> September 2017

**Place:** Surat

**Regd Office:** 105, Balaji Industrial Society - 1,  
Udhna Magdalla Road, Surat – 395007,  
Gujarat, India

**Harish Chandak**  
**(Managing Director)**



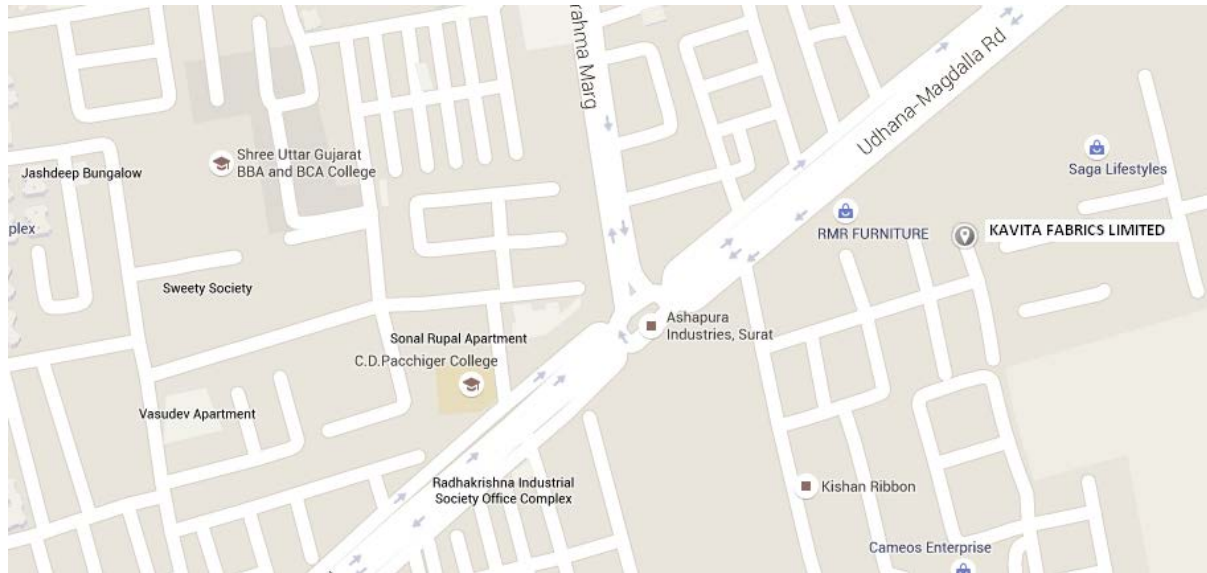
**PROFILE OF DIRECTOR**  
**(Seeking Appointment / Re-appointment)**

**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-	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 2016-17	16 April 2016, 12 May 2016, 18 July 2016, 05 Aug 2016, 04 September 2016, 11 Nov 2016, 29 December 2016, and 13 Feb 2017.

## ROUTE MAP TO THE AGM VENUE



**Address :**

**Kavita Fabrics Limited,**  
105, Balaji Industrial Society - 1,  
UdhnaMagdalla Road, Surat – 395007, Gujarat, India.  
Tel: +91 – 261 – 3018759



## DIRECTORS REPORT

To,  
The Members,  
Kavita Fabrics Limited,

Your Directors are pleased to present the 12<sup>th</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

### 1. **FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY:**

The Board's Report shall be prepared based on the stand alone financial statements of the Company.

Particulars	Current Year ending March, 2017	Previous Year ending March, 2016
	Rs.	Rs.
<b>Total Income</b>	<b>3,35,73,576</b>	<b>8,55,79,532</b>
Less: Expenditure	3,14,09,071	8,27,73,645
<b>Profit/(Loss) before Interest, Depreciation &amp; Tax</b>	<b>21,64,505</b>	<b>28,05,887</b>
<b>Other Income</b>		
Less : Interest	4,01,088	4,72,024
Depreciation	8,87,532	11,53,561
<b>Profit/(Loss) before Tax</b>	<b>8,75,885</b>	<b>11,80,302</b>
<b>Profit/(Loss) after Tax</b>	<b>5,03,130</b>	<b>9,01,286</b>

### 2. **BRIEF DESCRIPTION OF THE COMPANY'S OPERATIONS DURING THE YEAR / STATE OF COMPANY'S AFFAIR**

During the current period, your Company has shown a decrease in revenue from Rs. 8.56 Crores during FY 2015-16 to Rs.3.36 Crores during FY 2016-17. PAT has shown a decrease from Rs. 8.17 Lakhs during FY 2015-16 to Rs. 5.03 Lakhs during FY 2016-17.

### 3. **FINANCIAL YEAR**

This report of Directors along with its Annexure, Management Discussion and Analysis, Corporate Governance Report, Financial Statements along with their Notes are prepared for the period April 01, 2016 to March 31, 2017 (a period of 12 months). Pursuant to the provisions of Section 2(41) of the Companies Act, 2013, a 'financial year' in relation to the Company means the period ending on the 31st day of March every year, in respect whereof financial statement of the Company is made. Your Company is in compliance with the provisions of the Companies Act, 2013.

### 4. **DIVIDENDS AND RESERVES**

The Company has decided to sustain the growth in line with the long term growth objectives of the Company by retaining the profits and utilizing the same for opportunities in hand.

### 5. **SHARE CAPITAL**

During the period April 01, 2016 to March 31, 2017, during the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity and there is no change in the Issued, Subscribed and paid up share Capital of Company. The Share Capital Audit as per the directives of the Securities and Exchange Board of India (SEBI) is being conducted



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by Practicing Company Secretaries. The paid up Share Capital of the Company stands at Rs. 10,41,87,060/- (Rupees Ten Crores Forty One Lakh Eighty Seven Thousand and Sixty Only).

**6. RESERVES**

No amount has been transferred by the Company to Reserves during the year.

**7. PUBLIC DEPOSITS**

The Company has neither invited nor accepted any public deposits during the period under review.

**8. SUBSIDIARY AND ASSOCIATE COMPANIES**

As on March 31, 2017 the Company does not have any subsidiary or associate company.

**9. CONSOLIDATED FINANCIAL STATEMENT**

The Company is not required to consolidate its financial statements in terms of provisions of Companies Act, 2013 and rules thereunder.

**10. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

- In accordance with the provisions of the Section 152 Companies Act, 2013 read with applicable Rules, if any, Mr. Shailesh Chandak, retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. As per the provisions of the Companies Act, 2013, Independent Directors have been appointed for a period of five years and shall not be liable to retire by rotation. All other Directors, except the Managing Director, will retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-election.
- The Independent Directors of your Company have given the certificate of independence to your Company stating that they meet the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013. Mr. Kamlesh Kapadia and Mr. Santosh Sawant are Independent Directors of the Company. Based on the confirmations received from Directors, none of the Directors are disqualified from appointment under Section 164 of the Companies Act 2013.
- The Company has appointed Mr. Shailesh Chandak is the Chief Financial Officer of the Company and Mr. Harish Chandak is the Managing Director of the Company.
- The policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director, and also remuneration for Key Managerial Personnel and other employees, forms part of the Corporate Governance Report of this Annual Report.

**11. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134(3) (c) of the Companies Act, 2013, the Board of Directors of the Company confirm that—

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation and there are no material departures from the same;



- they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis; and
- they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively and
- They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **12. NUMBER OF MEETINGS OF BOARD OF DIRECTORS:**

During the Financial Year 2016-17, the Board met Seven times. The meetings were held on 16 April 2016, 12 May 2016, 18 July 2016, 05 Aug 2016, 04 September 2016, 11 Nov 2016, 29 December 2016, and 13 Feb 2017.

Frequency and quorum at these meetings were in conformity with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the company with the Stock Exchanges. All the Board members and the senior management personnel have affirmed compliance with the Code of Conduct during the year ended on 31st March, 2017.

#### **13. COMMITTEES OF THE BOARD**

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

Details of Committee and their meetings are detailed in Corporate Governance Report.

#### **14. BOARD EVALUATION**

Pursuant to the provisions of Companies Act, 2013 and SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015, the board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

#### **15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 (if any) are given in the notes to the Financial Statements.



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**16. CONSERVATION OF ENERGY, TECHNICAL ABSORPTION, FOREIGN EXCHANGE EARNING:**

**(A) Conservation of Energy**

Your company is continuously taking initiatives to ensure optimum utilization of energy available in day to day operations. Your company uses energy efficient lighting devices, light fittings to save energy, capacitor bank/devices to maintain power factor which are environment and power efficient.

**(B) Technology Absorption**

Your company is doing its business by ensuring optimum utilisation of its available resources. Your company has not taken any research & development activity so far.

**(C) Foreign Exchange Earnings and Outgo**

The Company has not incurred in foreign currency during the financial year 2016-17.

**17. VIGIL MECHANISM AND WHISTLE BLOWER POLICY**

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company [www.kavitafabrics.com](http://www.kavitafabrics.com).

**18. NOMINATION AND REMUNERATION POLICY**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members.

**19. CORPORATE SOCIAL RESPONSIBILITY**

The provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company.

**20. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS**

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

**21. ADEQUACY OF INTERNAL CONTROL SYSTEM**

The Company has adequate internal control systems for the business processes in respect of all operations, financial reporting, compliance with laws and regulations etc. The management information system forms an effective and sound tool for monitoring and controlling all operating parameters. Regular internal audits ensure that responsibilities are executed effectively. The Audit Committee reviews the adequacy of internal controls on regular basis.

**22. CODE OF CONDUCT**

The Board has laid down a Code of Conduct for all Board members and senior management personnel of the Company, which is available on website of the company. The Company has obtained confirmations for the compliance with the said code from all its Board members and senior management personnel for the year ended March, 31, 2017.



## **23. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS**

All the Independent Non-Executive Directors of the Company viz. Mr. Govindlal Saboo, Mr. Nitin Maheshwari and Mr. Kishan Kumar Sarada have submitted the declaration of independence as required pursuant to Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct.

## **24. STATUTORY AUDITORS**

M/S. R T Jain & Co. LLP were appointed as Statutory Auditors of your Company at the Annual General Meeting held on September 29, 2016 for a term of five consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

## **25. EXTRACT OF ANNUAL RETURN**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report as **Annexure I**.

## **26. NOMINATION AND REMUNERATION COMMITTEE**

The Company follows a policy on "Nomination and Remuneration of Directors, Key managerial Personnel and Senior Management". The policy is approved by the Nomination & Remuneration Committee and the Board. More details on the same are given in **Annexure II**.

## **27. RELATED PARTY TRANSACTIONS**

Form AOC-2 as required under the Companies Act, 2013 for related party transaction is annexed as **Annexure III** to the Directors Report.

## **28. SECRETARIAL AUDITORS**

The Board of Directors have appointed M/s. R. M. Mimani & Associates as Secretarial Auditors to conduct Secretarial Audit for the Financial Year 2016-17.

The Secretarial Audit Report issued by M/s. R. M. Mimani & Associates, Company Secretaries in Practice is self-explanatory and does not call for further comments. The Secretarial Audit Report and Management reply on the qualifications stated in the said Report forms a part of Directors Report in **Annexure IV**.

## **29. AUDIT COMMITTEE**

The composition of Audit Committee is as follows:

<b>Name of Directors</b>	<b>Designation in Committee</b>	<b>Category</b>
Mr. Nitin Maheshwari	Chairman	Non-Executive and Independent Director
Mr. Kishan Kumar Sarada	Member	Non-Executive Independent Director
Mr. Shailesh Chandak	Member	Chairman & Managing Director



During the Financial Year 2016-17, Audit Committee met 4 times on May 12, 2016, August 29, 2016, November 08, 2016 and February 08, 2017. All the recommendations made by the audit committee were accepted by the board.

Frequency and quorum at these meetings were in conformity with the provisions of the Companies Act, 2013, Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the company with the Stock Exchanges.

### **30. BUSINESS RISK MANAGEMENT**

The Company has a robust Business Risk Management (BRM) framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business. The Company has adopted risk management policy.

### **31. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has always believed in providing a safe and harassment free workplace for every individual through various interventions and practices.

The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints were received by the company during the year for sexual harassment.

In order to build awareness in this area, the Company has been conducting programmes in the organisation on a continuous basis.

### **32. PARTICULAR OF EMPLOYEES**

Particulars of employees as required u/s 134 of the Companies Act, 2013 are not annexed since there are no employees drawing remuneration of more than Rs. 60,00,000/- per annum during the year under review, if employed for full year or more than Rs. 5,00,000/- per month, if employed for part of the year.

Further the information required pursuant to Section 197 of the Companies Act, 2013 (the Act) read with Rule, 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Compliance Officer in this regard.



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### **33. GOODS AND SERVICE TAX**

Goods and Services Tax (GST) is a landmark reform which will have a lasting impact on the economy and on businesses. Implementation of a well-designed GST model that applies to the widest possible base at a low rate can provide significant growth stimulus to the business and contribute to the Prime Minister's mission of 'Make in India'. While there are a few areas that need to be addressed, the Government has announced an intention to go live on GST on 1st July, 2017 and your Company will be ready for this transformative reform.

### **34. MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis Report under requirements of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, forms part of this Annual Report for the year ended 31st March 2017.

### **35. CORPORATE GOVERNANCE**

A separate report on Corporate Governance is provided together with a Certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Listing Regulations. A Certificate of the CEO and CFO of the Company in terms of Listing Regulations, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

The extract of annual return in Form MGT-9 as required under Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014 is appended as an Annexure to this Report.

### **36. VIGIL MECHANISM**

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Task Force or to the Chairman of the Audit Committee. The Vigil Mechanism / Whistle Blower Policy has been uploaded on the Company's Website i.e. [www.kavitafabrics.com](http://www.kavitafabrics.com).

### **37. CAUTIONARY STATEMENT**

Statements in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

### **38. INTERNAL FINANCIALS CONTROLS**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses were observed.

### **39. HUMAN RESOURCES**

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invest in attraction, retention and development of talent on an on-going basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on



the promotion of talent internally through job rotation and job enlargement. The Human Resource agenda continues to support the business in achieving sustainable and responsible growth by building the right capabilities in the organisation. It continues to focus on progressive employee relations policies, creating an inclusive work culture and a strong talent pipeline.

**40. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

**41. DISCLOSURE ABOUT COST AUDIT**

As per the Cost Audit Orders, Cost Audit is not applicable to the Company.

**42. LISTING WITH STOCK EXCHANGES**

The Company is listed on Main Board of BSE Limited. The Company confirms that it has paid the Annual Listing Fees for the year 2017-2018 to BSE Limited where the Company's Shares are listed.

**43. APPRECIATIONS AND ACKNOWLEDGMENTS**

The Directors wish to thank and deeply acknowledge the co-operation, assistance and support extended by the Regulatory Authorities, Company's Bankers, Customers, Shareholders and other business constituents during the year under review. It will be your Company's endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests. The Directors also wish to place on record their appreciation for all round co-operation and contribution made by employees at all levels.

The Directors also take this opportunity to thank all Shareholders, Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

**For and on behalf of the Board  
Kavita Fabrics Limited**

**Date:** September 6, 2017  
**Place:** Surat

<b>Sd/-</b>	<b>Sd/-</b>
<b>Harish Chandak</b>	<b>Shailesh Chandak</b>
<b>(Managing Director)</b>	<b>(Executive Director)</b>



**ANNEXURE TO THE DIRECTORS' REPORT**

**ANNEXURE I**

**FORM NO. MGT 9**

**EXTRACT OF ANNUAL RETURN**

[As on financial year ended on 31.03.2017]

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014]

**I. REGISTRATION & OTHER DETAILS:**

1.	<b>CIN</b>	L17110GJ2005PLC046929
2.	<b>Registration Date</b>	18-05-2005
3.	<b>Name of the Company</b>	<b>KAVITA FABRICS LIMITED</b>
4.	<b>Category / Sub-category of the Company</b>	Public Company Limited by Shares
5.	<b>Address of the Registered Office and Contact details</b>	105, Balaji Industrial Society -1, UdhnaMagdalla Road, Surat – 395007, Gujarat, India <b>Tel:</b> +91 – 261 – 3018759 <b>Fax:</b> +91 - 261- 3018759 <b>Email:</b> info@kavitafabrics.com, <b>Website:</b> www.kavitafabrics.com
6.	<b>Whether listed company</b>	Yes
7.	<b>Name, Address &amp; contact details of The Registrar &amp; Transfer Agent, if any.</b>	<b>Bigshare Services Private Limited</b> E-2 Ansa Industrial Estate, Sakivihar Road Saki Naka, Andheri (East), Mumbai –400 072 <b>Tel:</b> +91 – 22 – 4043 0200; <b>Fax:</b> +91 – 22 – 2847 5207, <b>Email:</b> ipo@bigshareonline.com; <b>Website:</b> www.bigshareonline.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of Product or Service	NIC Code of Product/Service	% of Total Turnover of the Company
1	Weaving, manufacturing of man-made fibre and man-made mixture fabrics.	17118	100 %

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name and Address of Company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held	Applicable Section
NIL					



#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i. Category-wise Shareholding

Category of Shareholders	No. Of Shares held at the beginning of the year (As on April 01 , 2016)				No. Of Shares held at the end of the year (As on March 31, 2017)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual / HUF	37,43,706	-	37,43,706	35.93	36,64,910	-	36,64,910	35.18	0.75
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(1)</b>	<b>37,43,706</b>	<b>-</b>	<b>37,43,706</b>	<b>35.93</b>	<b>36,64,910</b>	<b>-</b>	<b>36,64,910</b>	<b>35.18</b>	<b>0.75</b>
<b>2) Foreign</b>									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-





Category of Shareholders	No. Of Shares held at the beginning of the year (As on April 01 , 2016)				No. Of Shares held at the end of the year (As on March 31, 2017)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others - Market Maker	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (1)</b>	-	-	-	-	-	-	-	-	-
<b>2. Non Institutions</b>	-	-	-	-	-	-	-	-	-
a) Bodies Corp.									
(i) Indian	48,36,223	-	48,36,223	46.42	-	-	38,28,953	36.75	
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	5,40,000	-	5,40,000	5.18	5,66,768	-	5,66,768	5.44	0.26
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	12,98,777	-	12,98,777	12.47	23,26,480	-	23,26,480	22.33	9.86
c) Others – NRI	-	-	-	-	-	-	-	-	-
d) Others – Clearing Members	-	-	-	-	31,595	-	31,595	0.30	0.30
<b>Sub-total (B) (2)</b>	<b>66,75,000</b>	<b>-</b>	<b>66,75,000</b>	<b>64.07</b>	<b>67,53,796</b>	<b>-</b>	<b>67,53,796</b>	<b>64.82</b>	<b>0.75</b>
<b>Total Public Shareholding (B) = (B) (1) + (B) (2)</b>	<b>66,75,000</b>	<b>-</b>	<b>66,75,000</b>	<b>64.07</b>	<b>67,53,796</b>	<b>-</b>	<b>67,53,796</b>	<b>64.82</b>	<b>0.75</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>1,04,18,706</b>	<b>-</b>	<b>1,04,18,706</b>	<b>100</b>	<b>1,04,18,706</b>	<b>-</b>	<b>1,04,18,706</b>	<b>100</b>	<b>-</b>

## ii. Shareholding of Promoters



Sr. No	Shareholder's Name	Shareholding at the beginning of the year i.e April 01, 2016			Shareholding at the end of the year i.e March 31, 2017			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Om Prakash Madanlal Daga	300	0.003	-	300	0.003	-	-
2.	Sarika Shailesh Chandak	17,27,802	16.58	-	17,27,802	16.58	-	-
3.	Shailesh Harish Chandak	2,56,002	2.46	-	2,56,002	2.46	-	-
4.	Sudha Harish Chandak	5,62,002	5.39	-	4,83,206	4.64	-	-0.75
5.	Harish Bhagirath Chandak	10,86,711	10.43	-	10,86,711	10.43	-	-
6.	Shaileshkumar Harishkumar Chandak HUF	300	0.003	-	300	0.003	-	-
7.	Harish Bhagirath Chandak HUF	1,10,589	1.06	-	1,10,589	1.06	-	-
	<b>Total</b>	<b>37,43,706</b>	<b>35.93</b>	<b>-</b>	<b>36,64,910</b>	<b>35.18</b>	<b>-</b>	<b>-0.75</b>

**i. Change in Promoters' Shareholding (please specify, if there is no change)**

Sr. No.	Name of the Promoter	Shareholding at the beginning of the year i.e April 01, 2016		Cumulative Shareholding during the year ended March 31, 2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sudha Harish Chandak	5,62,002	5.39	4,83,206	4.64

**ii. Change in Top Ten Shareholders (Other than Directors, Promoters and Holders of ADRs and GDRs)**

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year i.e. April 01, 2016		Cumulative Shareholding during the year i.e March 31, 2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	LakhotiaPolysters (India) Ltd	28,50,000	27.35	28,50,000	27.35
2.	Nibhe Ganesh Ramesh	5,63,777	5.41	16,81,477	16.14
3.	Sanjoyog Trade Link Pvt Ltd	9,78,223	9.39	9,78,223	9.39
4.	Manjusha Ganesh Nibhe	5,10,000	4.90	5,10,000	4.90
5.	Virendra G. Bajaj	45,000	0.43	45,000	0.43
6.	Subhash Vasudo Chandwani	27,000	0.26	32,000	0.31



Sr. No.	Name of Shareholder	Shareholding at the beginning of the year i.e. April 01, 2016		Cumulative Shareholding during the year i.e March 31, 2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7.	Pushpa Subhash Chandwani	17,938	0.17	31,003	0.30
8.	Ramavatar Hiralal Baheti	27,000	0.26	27,000	0.26
9.	Rekha Ramavatar Baheti	18,000	0.17	18,000	0.17
10.	Mohanlal Karnani	18,000	0.17	18,000	0.17

### iii. Shareholding of Directors and Key Managerial Personnel

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year (April 01, 2016)		Cumulative Shareholding during the end of year (March 31, 2017)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sarika Shailesh Chandak	17,27,802	16.58	17,27,802	16.58
2.	Harish Bhagirath Chandak	10,86,711	10.43	10,86,711	10.43
3.	Shailesh Harish Chandak	2,56,002	2.46	2,56,002	2.46

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid	8,08,800	-	-	8,08,800
iii) Interest accrued but not		-	-	-
Total(i+ii+iii)	8,08,800	-	-	8,08,800
Change in Indebtedness during the financial year				
- Addition		-	-	
- Reduction	-8,08,800			-8,08,800
Net Change	-8,08,800	-	-	-8,08,800
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole time Directors, Executive Directors and Key Managerial Personnel

Sr. No.	Particulars of Remuneration	Mr. Harish Chandak - Managing Director	Mr. Shailesh Chandak - Executive Director & CFO	Ms. Sarika Chandak - Executive Director	Total Amount
1	Gross salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961  (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	3,60,000	3,60,000	3,60,000	10,80,000
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - Others specify...	-	-	-	-
5	Others please specify	-	-	-	-
6	Total (A)	3,60,000	3,60,000	3,60,000	10,80,000

### A. Remuneration to Other directors:

Sl. No.	Particulars of Remuneration	Name of Director			Total Amount
		Mr. Govindlal Saboo (Independent Director)	Mr. Nitin Maheshwari (Independent Director)	Mr. Kishan Kumar Sarda (Independent Director)	
1	Independent Directors  - Fee for attending board committee meetings  - Commission  - Others please specify	-	-	-	-
2	Total(1)	-	-	-	-



3	Other Non-Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify	-	-	-	-
4	Total(2)	-	-	-	-
5	Total(B)=(1+2)	-	-	-	-
6	Total Managerial Remuneration	-	-	-	-

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

There were no penalties / punishment / compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any, during the year.

**For and on behalf of the Board  
Kavita Fabrics Limited**

**Date:** September 6, 2017  
**Place:** Surat

**Sd/-  
Harish Chandak  
(Managing Director)**

**Sd/-  
Shailesh Chandak  
(Executive Director)**



## ANNEXURE II

### NOMINATION AND REMUNERATION POLICY OF THE COMPANY

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The Board of Directors of **KAVITA FABRICS LIMITED** ("the Company") re-constituted the "Nomination Committee" as "Nomination and Remuneration Committee" consisting of three (3) member Non- Executive Directors. The policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors. Objective and purpose of the Policy:

#### OBJECTIVE:

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time). The Key Objectives of the Committee would be:

- I. To guide the Board and lay down criteria in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- II. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- III. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- IV. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- V. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- VI. To devise a policy on Board diversity,
- VII. To develop a succession plan for the Board and to regularly review the plan.

The Nomination and Remuneration Policy has been formulated in order to bring about objectivity in determining the remuneration package while striking a balance between the interest of the Company and the shareholders.

In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on May 27, 2014.

#### DEFINITIONS:

- I. "Act" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- II. "Board" means Board of Directors of the Company.
- III. "Directors" mean the Directors of the Company.
- IV. "Key Managerial Personnel" (KMP) means:
  - Chief Executive Officer or the Managing Director or the Manager;
  - Whole-time director;
  - Chief Financial Officer;



- Company Secretary; and
- Such other officer as may be prescribed under the Act.

“Senior Management” means personnel of the company who are members of its core management team excluding the Board of Directors and KMPs, comprising of all members of management one level below the Executive Directors including Functional Heads.

#### **CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee comprises of following Directors:

<b>Name</b>	<b>Position</b>
Mr. Nitin Maheshwari	Chairman (Independent, Non-executive)
Mr. Kishan Kumar Sarda	Member (Independent, Non-executive)
Mr. Govindlal Saboo	Member (Independent, Non-executive)

The Board has the power to reconstitute the Committee consistent with the Company’s policy and applicable statutory requirement.

#### **APPLICABILITY**

The Policy is applicable to:

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel

#### **ROLE OF COMMITTEE:**

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

#### **➤ Appointment criteria and qualifications:**

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment. Criteria for identifying persons who are qualified to be appointed as a Directors / KMP /Senior Management Personnel of the Company:

##### **a) Directors**

Section 164 of the Companies Act, 2013 states disqualifications for appointment of any person to become Director of any Company. Any person who in the opinion of the Board is not disqualified to become a Director, and in the opinion of the Board, possesses the ability, integrity and relevant expertise and experience, can be appointed as Director of the Company.

## **b) Independent Directors**

For appointing any person as an Independent Director he/she should possess qualifications as mentioned in Rule 5 of The Companies (Appointment and Qualification of Directors) Rules, 2014

## **c) Senior Management Personnel and KMP**

The Company has an hierarchy structure displaying positions of Senior Management including KMP and other positions with the minimum qualifications and experience requirements for each positions which commensurate with the size of its business and the nature and complexity of its operations. Any new recruit in the Company is to match the requirements prescribed in the hierarchy structure of the Company.

A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

### **➤ Term / Tenure**

#### **a) Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

#### **b) Independent Director:**

The maximum tenure of Independent Directors shall be in accordance with the Companies Act, 2013 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

### **➤ Evaluation**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly)

#### **a) Criteria for evaluating Non-executive Board members:**

Section 149 of the Companies Act, 2013 read with Schedule IV of the said Act states that the Independent Directors shall at its separate meeting review performance of non-independent directors and the Board as a whole and the performance evaluation of Independent Directors shall be done by the entire Board of Directors excluding the Director being evaluated.





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**b) Criteria for evaluating performance of Key Managerial Personnel and Senior Management Personnel**

Criteria for evaluating performance of KMP and Senior Management Personnel shall be as per the HR Guideline on Performance Management System and Development Plan of the Company.

➤ **Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

➤ **Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL**

The remuneration to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.

**SITTING FEES**

Board is empowered to fix the sitting fees for the Directors, however, the amount of such fees shall not exceed such amount as may be prescribed by the Central Government from time to time per meeting of the Board or Committee.

**COMMISSION**

Commission may be paid within the monetary limit approved by shareholders; subject to the limit not exceeding 1% of the profits of the Company computed as per the provisions of Section 197 the Companies Act, 2013.

**STOCK OPTIONS**

An Independent Director shall not be entitled to any stock option of the Company.

**MEMBERSHIP, FREQUENCY OF MEETINGS**

Chairperson of the Committee shall be an Independent Director. The Committee shall consist of a minimum 3 non-executive directors. Membership of the Committee shall be disclosed in the Annual Report. Term of the Committee shall be continued unless terminated by the Board of Directors. The meeting of the Committee shall be held at such regular intervals as may be required.



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## **MINUTES OF COMMITTEE MEETING**

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

## **COMMUNICATION OF THIS POLICY**

For all Directors, a copy of this Policy shall be handed over within one month from the date of approval by the Board. This Policy shall also be posted on the web-site of the Company and in the Annual Report of the Company.

## **AMENDMENT**

Any change in the Policy shall, on recommendation of Nominations and Remuneration Committee, be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

**For and on behalf of the Board  
Kavita Fabrics Limited**

**Date:** September 6, 2017  
**Place:** Surat

**Sd/-  
Harish Chandak  
(Managing Director)**

**Sd/-  
Shailesh Chandak  
(Executive Director)**



## ANNEXURE III

**Form No. AOC-2**  
**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

1. **Details of contracts or arrangements or transactions not at arm's length basis: Nil**
  - a. **Name(s) of the related party and nature of relationship: N.A.**
  - b. **Nature of contracts/arrangements/transactions: N.A.**
  - c. **Duration of the contracts / arrangements/transactions: N.A.**
  - d. **Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.**
  - e. **Justification for entering into such contracts or arrangements or transactions: N.A.**
  - f. **Date(s) of approval by the Board: N.A.**
  - g. **Amount paid as advances, if any: N.A.**
  - h. **Date on which the special resolution was passed in general meeting as required under first proviso to section 188: N.A.**
2. **Details of material contracts or arrangement or transactions at arm's length basis:**
  - (A) **JOB WORK**
    - a. **Name(s) of the related party and nature of relationship: Shiv Textiles (Proprietor of Shiv Textiles is Ms. Kavita Bajaj, Ms. Kavita Bajaj is daughter of Mr. Harish Chandak, Managing Director and Sister of Mr. Shailesh Chandak, Executive Director of the Company)**
    - b. **Nature of contracts/arrangements/transactions: Job Work in ordinary course of business and at arm's length price**
    - c. **Duration of the contracts / arrangements/transactions: Not Applicable**
    - d. **Salient terms of the contracts or arrangements or transactions including the value, if any: N.A**
    - e. **Date(s) of approval by the Board, if any: April 16, 2016**
    - f. **Amount paid as advances, if any: N.A.**



**(B) FACTORY RENT**

- a. **Name(s) of the related party and nature of relationship:** Mr. Harish Chandak (Promoter-Director), Mr. Shailesh Chandak (Promoter-Director) and Ms. Sudha Chandak (Promoter)
- b. **Nature of contracts/arrangements/transactions:** Factory Premises on Rent Agreement Renewed after every 11 Months on Leave and licence basis
- c. **Duration of the contracts / arrangements/transactions:** 11 Months on Leave and licence basis
- d. **Salient terms of the contracts or arrangements or transactions including the value, if any:** Agreement Renewed after every 11 Months
- e. **Date(s) of approval by the Board, if any:** April 16, 2016
- f. **Amount paid as advances, if any:** N.A.

**For and on behalf of the Board  
Kavita Fabrics Limited**

**Date:** September 6, 2017  
**Place:** Surat

<b>Sd/-</b>	<b>Sd/-</b>
<b>Harish Chandak</b>	<b>Shailesh Chandak</b>
<b>(Managing Director)</b>	<b>(Executive Director)</b>



## ANNEXURE IV

### MR - 3

#### Secretarial Audit Report for the financial year ended on March 31, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and the Rule 9 of the companies (Appointment and remuneration of managerial personnel) Rule, 2014]

#### The Members

#### Kavita Fabrics Limited

#### Surat

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kavita Fabrics Limited** (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (**the Act**) and the Rules made there-under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (**‘SCRA’**) and the Rules made there-under;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed there-under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**‘SEBI Act’**) to the extent applicable to the Company;
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) Other law applicable specifically to the Company, as detailed below;
  - i. Trade Mark Act, 1999

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI)
- (ii) The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015
- (iii) The listing agreement entered into by the Company with Stock Exchanges in India.

We report that, during the financial year under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines as mentioned above, subject to the following:



- i. *The Company has not complied with the provision of section 203 of the Companies Act 2013 and of regulation 6 of the SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 with regard to the appointment of Company Secretary and Compliance Officer of the Company.*

We further report that, there was no action/event in pursuance of;

- a) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- c) The Securities and Exchange Board of India (Issue of Debt Securities) Regulations, 2008
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company and test verification on random basis carried out for compliances under other applicable Acts, Laws and Regulations to the Company

The compliance by the Company of the applicable direct tax laws, indirect tax laws and other financial laws has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals and being relied on the reports given by such designated professionals.

We further report that, based on the information provided and representation made by the Company and also on the review of compliance reports taken on record by the Board of Directors of the Company, in our opinion adequate system and process exists in the company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable general laws like labour laws, competition law and environmental laws.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors of the Company during the financial year under review.

Adequate notice is generally given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally at least seven days in advance, and in view of the non-existence formal system, we are not in position to comment on existence of system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meeting duly recorded and signed by the Chairman, majority decision carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there were no specific event/action in pursuance of any of the above referred laws, rules, regulations, guidelines etc., having a major bearing on the Company affairs.

For **R M MIMANI & ASSOCIATES LLP**  
**[COMPANY SECRETARIES]**

**RANJANA MIMANI**  
**(PARTNER)**  
FCS No: 6271  
CP No : 4234

Place: Mumbai

Dated: September 04, 2017

**Note: This report is to be read with our letter of even date which is annexed as “Annexure A” and forms and integral part of this report.**



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**Annexure – “A”**

The Members

**Kavita Fabrics Limited**  
**Surat**

Our Secretarial Audit Report of even date is to be read along with this letter;

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **R M MIMANI & ASSOCIATES LLP**  
**[COMPANY SECRETARIES]**

**RANJANA MIMANI**  
**(PARTNER)**

FCS No: 6271

CP No : 4234

Place: Mumbai

Dated: September 04, 2017



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**MANAGEMENT REPLY FOR QUALIFICATIONS MENTIONED IN THE SECRETARIAL  
AUDITORS' REPORT**

**Dear Members,**

With Reference to the captioned subject matter, please find below the Management Reply to the qualifications mentioned in the Secretarial Auditors' Report.

- i. *The Company has not complied with the provision of section 203 of the Companies Act 2013 and of regulation 6 of the SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 with regard to the appointment of Company Secretary and Compliance Officer of the Company.*

**Management Reply:** The Company is unable to find the suitable candidate for the post of Company Secretary. The Company has given newspaper advertisement for requirement of Company Secretary in the Financial Year 2016-17. The Company is in process of appointing Company Secretary.

**For and on behalf of the Board  
Kavita Fabrics Limited**

**Date: September 4, 2017  
Place: Surat**

**Sd/-  
Harish Chandak  
(Managing Director)**

**Sd/-  
Shailesh Chandak  
(Executive Director)**





## MANAGEMENT DISCUSSION AND ANALYSIS

### **Overview:**

The company manufactures synthetic fabrics in the form of semi-finished sarees and dress materials. These products are offered in various designs as per customer requirements. Semi-finished sarees and dress materials manufactured by the Company are further processed by our customers before selling to the end-users. The main raw material for our product is man-made yarn, which is sourced from local markets. The Company based on its experience and its standards, conforms to major specifications and customer requirements.

### **Industry, Structure & Developments:**

The man-made fibre textile industry is one of the largest organized industries in the country in terms of employment and number of units. Besides, there are a large number of subsidiary industries dependent on this sector, such as those manufacturing machinery, accessories, stores, ancillaries, dyes and chemicals.

Surat is known as the textile city of Gujarat. The textile industry is one of the oldest and the most widespread industries in Surat. A major part of the city's population is associated with the textile industry. The textile industry in Surat is mainly engaged in the activities of yarn production, weaving, processing as well as embroidery. Surat is well known for its synthetic products market. It is mainly engaged in the production and trading of synthetic textile products. Nearly 30 million metres of raw fabric and 25 million metres of processed fabric are produced in Surat daily. The city has several textile markets that exist since times immemorial. Zampa Bazaar, Bombay Market, JJ Textile Market and Jash Market are among them. Katat Gam, Magdalla and Udhana are the areas in Surat where manufacturing is mainly concentrated. In the course of time, people from various other places like Rajasthan and Kolkata have settled in Surat in order to carry out their textile business. The famous brands of Garden and Vimal textiles evolved from Surat. A few other brands like Parag and Prafful from Surat became famous within a short time. The main market for Surat's textile products are India and other Asian countries. Around 90% of polyester used in India comes from Surat. The Middle East is the major export market for Surat's textile products. The Surat textile industry has grown considerably over time. As per recent figures, textile production in Surat has grown by 10% in the last 5 years, while the market for embroidery has grown from an almost negligible amount to around Rs.30,000 million over the same period. One of the main reasons behind the growth of Surat's textile industry is the city's ability to adapt to changes and the latest trends. The city is quick to respond to any changes in the preference of people. The industrialists here have strong entrepreneurial skills.

### **Operational Performance**

During the current period, your Company has shown a decrease in revenue from Rs. 8.56 Crores during FY 2015-16 to Rs.3.36 Crores during FY 2016-17. PAT has shown a decrease from Rs. 8.17 Lakhs during FY 2015-16 to Rs. 5.03 Lakhs during FY 2016-17.

### **Outlook**

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. The organised apparel segment is expected to grow at a Compound Annual Growth Rate (CAGR) of more than 13 per cent over a 10-year period.

The Union Ministry of Textiles, which has set a target of doubling textile exports in 10 years, plans to enter into bilateral agreements with Africa and Australia along with working on a new textile policy



to promote value addition, apart from finalising guidelines for the revised Textile Upgradation Fund Scheme (TUFS). Your company is well poised to benefit from the revival of industrial activity in the Indian economy.

### **Risk & Concerns**

The largest component of costs involved in making Synthetic Fabric is attributable to raw materials. Given the volatile trend in Fabrics and demand for Fabrics for competing applications the pressure on input costs can be expected to fluctuate.

### **Adequacy of Internal Control System**

The Company has adequate internal control systems for the business processes in respect of all operations, financial reporting, compliance with laws and regulations etc. The management information system forms an effective and sound tool for monitoring and controlling all operating parameters. Regular internal audits ensure that responsibilities are executed effectively. The Audit Committee reviews the adequacy of internal controls on regular basis.

### **Human Resource Development**

The Company recognizes that its human resource is its strength in realizing its goals and objectives.

### **Cautionary Statement**

The Statement in this Management Discussion and Analysis report, describing the Company's outlook, projections, estimates, expectations or predictions may be "Forward looking Statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied.

**For and on behalf of the Board  
Kavita Fabrics Limited**

**Place: Surat**

**Dated: September 6, 2017**

**Sd/-  
Harish Chandak  
(Managing Director)**

**Sd/-  
Shailesh Chandak  
(Executive Director)**



## CORPORATE GOVERNANCE REPORT

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Transparency and accountability are the two basic tenets of Corporate Governance. The Company's philosophy on Corporate Governance is to achieve business excellence, enhance long term values for its stakeholders, maintaining excellent relations across all levels and proper compliance with all applicable legal and regulatory requirements. Responsible corporate conduct is integral to the way we do our business. We believe that Corporate Governance is a journey for constantly improving sustainable value creation and is an upward moving target. In its endeavor to achieve the higher standards of governance by adopting the best emerging practices, the Company not only adheres to the prescribed corporate governance practices in terms of the regulatory requirements but is also committed to sound corporate governance principles and practices. To succeed, we believe, requires highest standards of corporate behaviour towards everyone we work with, the communities we touch and the environment on which we have an impact.

### 2. BOARD OF DIRECTORS

The Board of Directors ('the Board') is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board.

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

#### Composition

The Board of Directors along with its Committees provide leadership and guidance to the Company's management and direct, supervises and controls the performance of the Company. The present strength of Board of Directors is 6 (Six), whose composition and category is given below:

Three - Executive Directors

Three - Independent Directors

The composition of the Board also complies with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

#### A) Composition and Directorship(s) / Committee Membership(s) / Chairmanship(s) as on 31st March, 2017

Sr. No	Directors	Category	Date of joining the Board	Directorship in Other Companies <sup>#</sup>	No. of Committee positions held in other companies	
					Member	Chairman
1	Mr. Harish Chandak	Managing Director	18/10/2005	0	0	0

Sr. No	Directors	Category	Date of joining the Board	Directorship in Other Companies <sup>#</sup>	No. of Committee positions held in other companies	
					Member	Chairman
2	Mr. Shailesh Chandak	Executive Director	18/10/2005	0	0	0
3	Mrs. Sarika Chandak	Executive Director	25/07/2012	0	0	0
4	Mr. Nitin Maheshwari	Independent Director	10/10/2012	0	0	0
5	Mr. Govindlal Saboo	Independent Director	10/10/2012	0	0	0
6	Mr. Kishan Kumar Sarda	Independent Director	10/10/2012	0	0	0

<sup>#</sup> Excluding Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships.

Sr. No	Directors	Category	Date of joining the Board	Directorship in Other Companies <sup>#</sup>	No. of Committee positions held in other companies	
					Member	Chairman
1	Mr. Harish Chandak	Managing Director	18/10/2005	0	0	0
2	Mr. Shailesh Chandak	Executive Director	18/10/2005	0	2	0
3	Mrs. Sarika Chandak	Executive Director	25/07/2012	0	0	0
4	Mr. Nitin Maheshwari	Independent Director	10/10/2012	0	1	2
5	Mr. Govindlal Saboo	Independent Director	10/10/2012	0	1	0
6	Mr. Kishan Kumar Sarda	Independent Director	10/10/2012	0	2	1

None of the Directors hold directorship in more than 20 Companies nor is a member in more than ten committees or acts as chairman of more than 5 committees across all the companies in which they are Directors. Hence the number of Directorships, Committee Membership(s) / Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations).

### B) Appointment and Tenure

The Directors of the Company are appointed by Members at the General Meetings. The Managing Director of the Company is appointed for a term of five years as per the requirement of the statute. The Executive Directors on the Board have been appointed as per the provisions of the Companies Act, 1956/ Companies Act, 2013 and serve in accordance with the terms of their contract of service with the Company.

As regards the appointment and tenure of Independent Directors, following is the policy adopted by the Board:



- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and Listing Regulations.

The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Companies Act, 2013 and Listing Regulations.

### C) Board Meetings

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The notice of Board meeting is given well in advance to all the Directors. Meetings of the Board are held in Mumbai. The Agenda of the Board / Committee meetings is set by the Managing Director of the Company. The Agenda is circulated a week prior to the date of the meeting. The Agenda for the Board and Committee meetings cover items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee meetings include detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the financial year ended 31st March, 2017, seven Board meetings were held on 16 April 2016, 12 May 2016, 18 July 2016, 05 Aug 2016, 04 September 2016, 11 Nov 2016, 29 December 2016, and 13 Feb 2017. The maximum interval between any two meetings was well within the maximum allowed gap of 120 days.

### Attendance of each Director at the Board Meetings and the last Annual General Meeting:

Sr. No.	Name of the Directors	Category of Directorship	No. of Board Meeting Attended	Attendance at the Last AGM held on 29.09.2016
1.	Mr. Harish Chandak	Managing Director	8	Present
2.	Mr. Shailesh Chandak	Executive Director	8	Present
3.	Mrs. Sarika Chandak	Executive Director	8	Present
4.	Mr. Nitin Maheshwari	Non- Executive Director	8	Present
5.	Mr. Govindlal Saboo	Non- Executive Director	8	Present
6.	Mr. Kishan Kumar Sarada	Non- Executive Director	8	Present

### C) Board Procedure

The Companies Act, 2013 read with the relevant rules made there under, now facilitates the participation of a Director in Board / Committee Meetings through video conferencing or other audio visual mode. Accordingly, the option to participate in the Meeting through video conferencing was made available for the Directors except in respect of such Meetings/Items which are not permitted to be transacted through video conferencing.

#### D) Directors' Induction and Familiarization

At the time of appointing a Director, a formal letter of appointment is given. The Directors are familiarized with the History, Vision and Mission of the Company and also explained in details the compliances required from them under Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other relevant regulations. The Managing Director also has a one-to-one discussion with the newly appointed Director. The above initiative helps the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips them to effectively fulfill his role as a Director of the Company.

#### E) Reappointment of Directors:

Ms. Sarika Chandak, Director retires at the ensuing Annual General Meeting and is being eligible to offer herself for re-appointment at the ensuing Annual General Meeting.

### 3. COMMITTEES OF THE BOARD:

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has established the following statutory and non-statutory Committees.

#### a) Audit Committee:

The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of SEBI (LODR) Regulations, 2015. The Audit Committee of the Company acts as a supervisor to the Accounting system of the Company which it reports to the Board of Directors of the Company. Members of the committee at present are:

Name of Director	Designation in Committee	Nature of Directorship	Total Meetings Held during the Year	Meetings Attended by the Member
Mr. Nitin Maheshwari	Chairman	Non-Executive and Independent	4	4
Mr. Kishan Kumar Sarda	Member	Non-Executive and Independent	4	4
Mr. Shailesh Chandak	Member	Executive Director	4	4

During the year ended 31st March, 2017, 4 Audit Committee Meeting was held on the following dates: 12<sup>th</sup> May, 2016, 29<sup>st</sup> August 2016, 08<sup>th</sup> November 2016 and 08<sup>th</sup> February, 2017.



Frequency and quorum at these meetings were in conformity with the provisions of the Companies Act, 2013, Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the company with the Stock Exchanges.

**Terms of reference of the audit committee are broadly defined as under:**

The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of SEBI (LODR) Regulations, 2015. The Committee is governed by the terms of reference which are in line with the regulatory requirements mandated by the Act and Listing Regulations.

The Audit Committee ensures that it has reviewed each area that it is required to review under its terms of reference and under applicable legislation or by way of good practice. This periodic review ensures that all areas within the scope of the Committee are reviewed.

**b) Nomination & Remuneration Committee**

As per Section 178 (1) of the Companies Act, 2013, Our Company has constituted a Nomination & Remuneration Committee. The members of the said committee are:

Name of Director	Designation in Committee	Nature of Directorship	Total Meetings Held during the Year	Meetings Attended by the Member
Mr. Nitin Maheshwari	Chairman	Non-Executive and Independent	2	2
Mr. Kishan Kumar Sarda	Member	Non-Executive and Independent	2	2
Mr. Govindlal Saboo	Member	Non-Executive and Independent	2	2

**Terms of reference of the Nomination & Remuneration Committees are broadly defined as under:**

The Committee's terms of reference powers, role and functions are as stipulated under Section 178 of The Companies Act, 2013 and Regulation 19 of the Listing Regulation, which are as followed:

- I. To guide the Board and lay down criteria in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- II. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- III. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- IV. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- V. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- VI. To devise a policy on Board diversity,
- VII. To develop a succession plan for the Board and to regularly review the plan.

During the year ended 31st March, 2017, 2 Nomination & Remuneration Committee Meeting were held on the following dates: 29<sup>th</sup> August 2015, 12<sup>th</sup> May, 2016.



### c) Stakeholders Relationship Committee

The Stakeholders Relationship Committee is entrusted with the responsibility of addressing the shareholders/ investors complaints with respect to transfer of shares, non-receipt of Annual Report, non-receipt of dividend, etc.

Members of the committee as on March 31, 2016 are as under:

Name of Director	Designation	Nature of Directorship	Total Meetings Held during the Year	Meetings Attended by the Member
Mr. Kishan Kumar Sarada	Chairman	Non-Executive Independent Director	1	1
Mr.Nitin Maheshwari	Member	Non-Executive Independent Director	1	1
Mr.Shailesh Chandak	Member	Executive Director	1	1

The Stakeholders Relationship Committee met 1 time during the financial year ended 31st March, 2017 on August 29, 2016.

**Terms of reference of the Stakeholders Relationship Committee are broadly defined as under:**

To resolve the complaints and grievances of the investors/stakeholders and to function in an efficient manner that all issues / concerns of stakeholders are addressed / resolved promptly.

#### **Name, Designation and address of the Compliance Officer:**

##### **Mr. Harish Chandak**

105, Balaji Industrial Society - 1,

UdhnaMagdalla Road,

Surat – 395007, Gujarat, India

Tel: +91 – 261 – 3018 759, Fax: +91 – 261 - 3018 759

Email: [info@kavitafabrics.com](mailto:info@kavitafabrics.com), Website: [www.kavitafabrics.com](http://www.kavitafabrics.com)

#### **Details of Shareholders' / Investors' Complaints during the FY ended 31<sup>st</sup> March 2017.**

Number of Shareholders' Complaints received during the year	Nil
Number of Shareholders' Complaints resolved during the year	Nil
Number of Shareholders' Complaints Pending at the end of the year	Nil

### d) Risk Management Committee

Constituting Risk Management Committee is not applicable to our Company.

### e) Policy on material subsidiary

Company does not have a material subsidiary and hence the Company is not required to formulate policy on material subsidiary.

### f) Policy on Related party transactions

The Company has not entered into any material Related Party Transaction during the year. In line with requirement of the Companies Act, 2013 and Listing Regulations. The details of the policy have been disclosed on company's website





[www.kavitafabrics.com](http://www.kavitafabrics.com). The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

This policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the ordinary course of business and are at Arm's Length. All Related Party Transactions entered during the year were in Ordinary Course of the business and on Arm's Length basis. No Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company.

**g) Independent Directors' Meeting**

During the year under review, the Independent Directors met on March 31, 2017, inter alia, to discuss and review:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

**4. POLICY ON DISCLOSURE AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING**

Mr. Harish Chandak, Compliance Officer is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

**5. SHAREHOLDER INFORMATION**

**A. Annual General Meetings:**

The details of date, time and location of annual general meetings of last two years are as under:

Year	Date of AGM	Day	Time	Venue	Special Resolution
2015-16	29.09.2016	Thursday	3.30 P.M.	105, Balaji Industrial Society-1, Udhna Magdalla Road, Surat 395007	Yes
2014-15	25.09.2015	Friday	11.00 A.M.	105, Balaji Industrial Society-1, Udhna Magdalla Road, Surat 395007	No



## B. Postal Ballot

No resolution was passed through the postal ballot during F. Y. 2016-17.

## C. Annual General Meeting for the financial year 2016-17

<b>Date</b>	Friday, September 29, 2017
<b>Venue</b>	105, Balaji Industrial Society-1, Udhna Magdalla Road, Surat 395007.
<b>Time</b>	11.30 p.m.

## D. Calendar of financial year ended 31st March, 2017

The Company follows April-March as the financial year. The meetings of Board of Directors for approval of quarterly financial results during the financial year ended 31st March, 2017 were held on the following dates:

<b>First Quarter</b>	August 05, 2016
<b>Second Quarter</b>	November 11, 2016
<b>Third Quarter</b>	February 13, 2017
<b>Fourth Quarter</b>	May 15, 2017

## E. Bifurcation of shares held in physical and demat form as on 31st March, 2017

Particulars	No. of Shares	%
Physical Shares	0	0
<b>Demat Shares</b>		
NSDL (A)	59,97,134	57.56
CDSL (B)	44,21,572	42.44
Total (A+B)	1,04,18,706	100.00
<b>TOTAL</b>	<b>1,04,18,706</b>	<b>100.00</b>

## F. Listing Details

Name and Address of Stock Exchange	Stock Code
BSE Limited (BSE)* Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.	KFL
ISIN	INE149O01018

The listing fee for the financial year 2016-17 has been paid to the above Stock Exchanges.

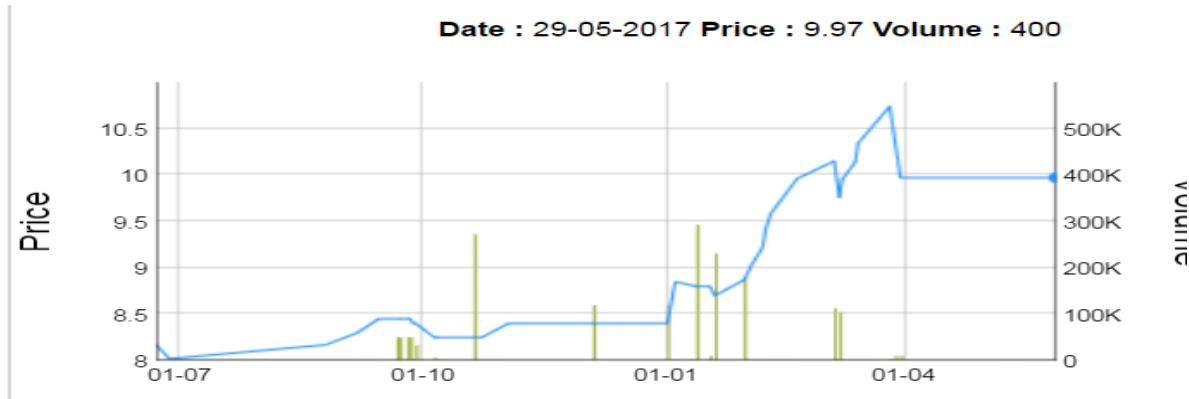
## G. Share Price Data

The monthly high and low prices and volumes of shares of the Company at BSE Limited (BSE) for the year ended 31st March, 2017 are as under:

Month	High	BSE	
		Low	Shares Volume
May 16	8.32	8.32	1
Jun 16	8.17	8.02	300
Aug 16	8.17	8.17	504
Sep 16	8.50	8.30	2,32,600
Oct 16	8.26	8.25	2,79,925
Nov 16	8.40	8.40	500
Dec 16	8.40	8.40	1,19,000
Jan 17	8.97	8.40	8,29,250



Month	High	BSE Low	Shares Volume
Feb 17	9.96	9.04	210
Mar 17	10.74	9.76	2,39,232



#### H. Share holding pattern of the Company as on 31.03.2017:

Sr.	Category	No. of Shares	% (Percentage)
1.	Promoters (Including Promoters Body Corporate)	36,64,910	35.18
2.	Body Corporate (Public)	38,28,953	36.75
3.	Resident Individuals and HUF (Public)	28,93,248	27.77
4.	Clearing Member	31,595	0.30
	<b>TOTAL</b>	<b>1,04,187,06</b>	<b>100.00</b>

#### I. Distribution of Shareholding as on 31.03.2017:

No. of Shares held	No. of Shareholders	%	No. of Shares	% of Total Capital
1 to 5000	21	25.30	19,365	0.19
5001 to 10000	31	37.35	2,73,363	2.62
10001 to 20000	18	21.69	3,06,965	2.95
20001 to 40000	3	3.61	90,003	0.86
40001 to 50000	1	1.20	45,000	0.43
50001 and onwards	9	10.84	96,84,010	92.95
<b>Total</b>	<b>83</b>	<b>100</b>	<b>1,04,18,706</b>	<b>100</b>

#### J. Share Transfer System:

Trading in Equity Shares of the Company is permitted only in dematerialized form as per notification issued by the Securities & Exchange Board of India (SEBI). Bigshare Services Private Limited Handles both Demat and Physical Shares Transfers.



The Share Transfers which are received in physical form are processed and the share certificates are returned within 21 days from the date of receipt, subject to Documents being valid and complete in all respects.

**K. Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion dates and likely impact on equity. :-**

Nil

**L. Plant Locations :-**

105, Balaji Industrial Society -1, UdhnaMagdalla Road, Surat - 395007

**M. ADDRESS FOR CORRESPONDENCE :-**

**KAVITA FABRICS LIMITED**

105, Balaji Industrial Society -1,

UdhnaMagdalla Road, Surat- 395007,

Gujarat, India

Tel: +91 – 261 – 3018 759; Fax: +91 – 261 - 3018 759;

Email: [info@kavitafabrics.com](mailto:info@kavitafabrics.com); Website: [www.kavitafabrics.com](http://www.kavitafabrics.com)

**REGISTRAR AND SHARE 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)

**N. DISCLOSURES:**

**a) Related Party Transaction:**

Details are as mentioned in Form AOC 2 which forms part of Directors Report.

**b) Statutory Compliance, Penalties and Strictures:**

The Company has complied with all the requirements of the listing agreements with the stock exchanges as well as regulations and guidelines of SEBI. No penalties have been imposed or stricture has been issued by SEBI, stock exchanges or any Statutory Authorities on matters relating to capital markets during the last three years.

The Company has followed all relevant accounting standards notified by the Companies Accounting Standards Rules 2006 and relevant provisions of the Companies Act, 1956/2013 while preparing its financial statements.

**c) Whistle Blower Policy:**

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees



may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

**d) Reconciliation of Share Capital Audit:**

In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

**e) Compliance with mandatory requirements of Corporate Governance**

The Company has complied with the mandatory requirements SME Listing Agreement / Clause 49 of Listing Agreement / Regulation 27 of SEBI (LODR) Regulations, 2015 and submits on quarterly/yearly basis the Corporate Governance reports to the concerned Stock Exchanges.

The provisions of regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR), Regulations, 2015 are fully complied with, to the extent applicable to the Company. All the mandatory disclosure as required in term of the provisions of SEBI (LODR), Regulations, 2015 are disclosed in this report.

**f) CEO / CFO CERTIFICATE:**

Appropriate certification as required under Regulation 17(8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 has been made to the Board of Directors by the CEO/CFO which has been taken note of by the Board.

**g) Means Of Communication**

Quarterly, and Annual results of the Company are published in newspapers such as Financial Express (Gujarati) and Financial Express (English). These results are promptly submitted to the BSE Limited. The Company's results and press releases are available on the Company's website [www.kavitafabrics.com](http://www.kavitafabrics.com)

**h) Disclosure of Risk Management**

Our risk management process is overseen by the Board of Directors. Our risk management approach and practices continued to focus on minimizing the adverse impact of risks on our business objectives and to enable the Company to leverage market opportunities based on risk-return parity.

**i) Further the company adopted the following discretionary requirements under Regulation 27 (1) of SEBI (LODR), Regulations, 2015**

• **The Board**

No separate office was maintained by the Chairman of the Company

No separate office was maintained by the present Managing Director of the Company.

• **Modified opinions in audit report**

Not applicable since there is no qualification in the audit reports

• **Reporting of Internal Auditors**

The Internal Auditors directly reported to the Audit Committee

• **Shareholders' Right:**



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Quarterly or half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company. The Company has posted its half yearly and annual financial results on its website i.e. [www.kavitafabrics.com](http://www.kavitafabrics.com). Quarterly, Half-Yearly and Annual results of the Company are published in newspapers such as Financial Express (Gujarati) and Financial Express (English).



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**DECLARATION BY THE CEO UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE CODE OF CONDUCT**

In accordance with Regulation 26(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management Personnel of the Company have affirmed compliance to the Code of Conduct for the Financial Year ended March 31, 2017.

**For and on behalf of the Board  
Kavita Fabrics Limited**

**Place: Surat  
Dated: May 15, 2017**

**Sd/-  
Harish Chandak  
(Managing Director)**



## CEO / CFO CERTIFICATION

**CEO / CFO certification for Preparation of Financial Statements on Standalone Basis  
[Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]**

**To,  
The Board of Directors,  
Kavita Fabrics Limited**

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Kavita Fabrics Limited ('the Company'), to the best of our knowledge and belief certify that:

- a) We have reviewed financial statements and the cash flow statement prepared for the financial year ended on 31st March, 2017 and that to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) We further state to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- d) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- e) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee
  - (i) There are no significant changes in internal control over financial reporting during the year;
  - (ii) There are no changes in accounting policies during the year requiring disclosure in the notes to financial statements; and
  - (iii) There are no instances of significant fraud in the company's internal control system over financial reporting.

**For Kavita Fabrics Limited**

**Sd/-**

**Sd/-**

**Date: May 15, 2017**

**Place: Surat**

**Harish Chandak  
Managing Director**

**Shailesh Chandak  
Chief Financial Officer**





## CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

### INDEPENDENT AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

**To the Members of  
Kavita Fabrics Limited**

We, have examined the compliance of conditions of Corporate Governance by **Kavita Fabrics Limited** (“the Company”), for the year ended on **31st March, 2017**, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”).

#### **Managements’ Responsibility**

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

#### **Auditor’s Responsibility**

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the “ICAI”), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

#### **Opinion**

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the Listing Regulations during the year ended 31st March, 2017.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For R T Jain & Co LLP  
Chartered Accountants  
FRN : 103961W / W100182**

**Sd/-  
(CA Bankim Jain)  
Partner  
Mem No. : 139447**

**Surat, May 15, 2017**



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## INDEPENDENT AUDITORS' REPORT

### **To the Members of Kavita Fabrics Limited**

We have audited the accompanying financial statements of **Kavita Fabrics Limited** (“the Company”), which comprise the balance sheet as at March 31, 2017, the statement of profit and loss and the statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

### **Management’s Responsibility for the Financial Statements**

The Company’s Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We have conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company’s preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company’s Directors, as well as evaluating the overall presentation of the financial statements.



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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the balance sheet, of the state of affairs of the Company as at March 31, 2017; and
- b) in the case of the statement of profit and loss, of the profit for the year ended on that date.
- c) in the case of statement of cash flows, of the cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) the balance sheet, the statement of profit and loss and the statement of cash flows dealt with by this report are in agreement with the books of account.
  - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) on the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in **“Annexure B”**.



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- g) with respect to the other matters to be included in Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to explanations given to us:
- i. The Company does not have any pending litigations;
  - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. The Company was not required to transfer any amount to Investor Education and Protection Fund,
  - iv. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016, to December 30, 2016, and these are in accordance with books of accounts maintained by the Company.

**For R T Jain & Co LLP  
Chartered Accountants  
FRN : 103961W / W100182**

**Sd/-  
(CA Bankim Jain)  
Partner  
Mem No. : 139447**

**Surat, May 15, 2017**



## Annexure A to the Auditors' Report

### Referred to in paragraph 1 of our report of even date on the accounts of the company for the year ended 31<sup>st</sup> March, 2017

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- i. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.  
(c) According to the information and explanation received by us, as the company owns no immovable property, the requirement on reporting whether title deeds of immovable properties held in the name of the company is not applicable.
- ii. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.  
(b) In our opinion and on the basis of our examination of the records, no material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loan to any associate concern covered in the register maintained under Section 189 of the Companies Act, 2013.
- iv. The company has not given any loans, made any investments or provided any guarantee and security under section 185 and section 186 of Companies Act, 2013.
- v. In our opinion, the company has not accepted any deposits within the meaning of Rule 2 (b) of Companies (Acceptances of Deposits) Rules, 2014.
- vi. According to the information and explanations provided by the management, no cost records have been prescribed under section 148(1) of the Companies Act, 2013 in respect of products manufactured by the Company.
- vii. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31<sup>st</sup> of March, 2017 for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
- viii. Based on our audit procedures and the information and explanations given by the



management, we are of the opinion that, there are no dues to any financial institution, bank or debenture holders.

- ix. Based on records of the company, the company has neither raised any moneys by way of Initial Public Offer or Further Public Offer or term loan during the year.
- x. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year.
- xi. According to information and explanations given to us, in our opinion, the company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- xii. The Company is not a nidhi company. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.
- xiii. Based on our audit procedures and on the information given by the management, the company has complied with the sections 177 and 188 of the Companies Act, 2013 for all the transactions with the related parties and the details of such transactions have been properly disclosed in the financial statements as required by the applicable accounting standards.
- xiv. The Company has not made any preferential allotment of shares during the year to parties covered in register maintained under section 189 of the Companies Act, 2013.
- xv. The company has not entered into any non-cash transactions with directors of the company or its subsidiary or persons connected with them.
- xvi. The Company is not required to be registered under Section 45-IA of Reserve Bank of India Act, 1934.

**For R T Jain & Co LLP  
Chartered Accountants  
FRN : 103961W/W100182**

**(CA Bankim Jain)  
Partner  
Mem No. : 139447**

**Surat, May 15, 2017**



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## **Annexure - B to the Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Kavita Fabrics Limited** ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



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## **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting. However the Company does not have appropriate system manuals or predefined standard operation procedure to maintain the efficacy and effectiveness of the internal financial controls throughout the year. Thus, the company does not have formal internal financial controls over financial reporting based on our verification.

**For R T Jain & Co LLP**  
**Chartered Accountants**  
**FRN : 103961W/W100182**

**(CA Bankim Jain)**  
**Partner**  
**Mem No. : 139447**

**Surat, May 15, 2017**





# KAVITA FABRICS LIMITED

## Balance Sheet as at 31st March 2017

(Amt. in Rs.)

Particulars	Note No.	As at 31st March 2017	As at 31st March 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	104,187,060	104,187,060
(b) Reserves and Surplus	3	2,850,114	2,346,984
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	4	-	808,800
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	5	11,799	6,206,280
(b) Trade payables	6	2,227,283	9,071,004
(c) Other current liabilities	7	650,437	1,256,842
(d) Short-term Provisions	8	310,697	436,078
<b>TOTAL</b>		<b>110,237,390</b>	<b>124,313,048</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
<b>(a) Fixed Assets</b>			
(i) Tangible assets	9	3,374,247	4,261,780
(ii) Intangible assets		-	-
(b) Non Current Investments	10	1,705,459	18,538,104
(c) Deferred tax assets (net)	11	312,624	270,353
<b>(2) Current Assets</b>			
(a) Current Investments	12	12,191,105	19,734,477
(b) Inventories	13	51,298,117	37,804,565
(c) Trade receivables	14	12,377,185	38,474,813
(d) Cash and cash equivalents	15	9,896,414	877,148
(e) Short-term loans and advances	16	14,494,143	4,351,809
(f) Other current assets	17	4,588,096	-
<b>TOTAL</b>		<b>110,237,390</b>	<b>124,313,049</b>

Significant Accounting Policies

1

*The accompanying notes form an integral part of financial statements.*

As per our report of even date attached

**FOR R T JAIN & CO LLP**  
**CHARTERED ACCOUNTANTS**  
**(FRN NO. 103961W / W100182)**

For and on behalf of the Board

**CA BANKIM JAIN**  
**PARTNER**  
**M No-139447**

**HARISH CHANDAK**  
**(Managing Director)**  
**DIN - 01058531**

**SHAILESH CHANDAK**  
**(Director & CFO)**  
**DIN - 01058498**

Surat, 15th May 2017



## KAVITA FABRICS LIMITED

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017

(Amt. in Rs.)

Particulars	Note No.	2016-17	2015-16
<b>INCOME</b>			
Revenue from operations	18	33,485,138	85,588,824
Other Income	19	88,438	(9,292)
<b>Total Revenue</b>		<b>33,573,576</b>	<b>85,579,532</b>
<b>EXPENDITURE</b>			
Cost of Material Consumed	20	37,525,212	83,914,594
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	(13,493,552)	(8,469,764)
Employee Benefit Expense	22	2,698,505	2,841,743
Finance Costs	23	401,088	472,024
Depreciation and Amortization Expense	24	887,532	1,153,561
Other Expenses	25	4,678,906	4,487,072
<b>Total Expenses</b>		<b>32,697,691</b>	<b>84,399,229</b>
<b>Profit before Tax</b>		<b>875,885</b>	<b>1,180,303</b>
<b>Tax expense:</b>			
(1) Current tax	26	310,697	433,078
(2) Deferred tax		(42,271)	(154,061)
(3) Previous Year Tax Adjustment		104,329	83,915
<b>Profit/(Loss) for the year</b>		<b>503,130</b>	<b>817,371</b>
Earning per share (face value of Rs 10/- each)			
<b>Basic and Diluted</b>	27	<b>0.05</b>	<b>0.08</b>

Significant Accounting Policies

1

**The accompanying notes form an integral part of financial statements.**

As per our report of even date attached

**FOR R T JAIN & CO LLP**

**For and on behalf of the Board**

**CHARTERED ACCOUNTANTS  
(FRN NO. 103961W / W100182)**

**CA BANKIM JAIN  
PARTNER  
M No-139447**

**HARISH CHANDAK  
(Managing Director)  
DIN - 01058531**

**SHAILESH CHANDAK  
(Director & CFO)  
DIN - 01058498**

**Surat, 15th May 2017**



## KAVITA FABRICS LIMITED

### STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2017

(Amt. in Rs.)

Particulars	For the year ended March 31,2017	For the year ended March 31,2016
<b>Cash flow from operating activities:</b>		
<i>Profit / (Loss) before tax</i>	875,885	1,180,303
<b>Adjusted for:</b>		
Depreciation	887,532	1,153,561
Interest Expenses	391,548	472,024
Dividend	(24,825)	
Deferred Tax		(154,061)
Prior Period Adjustments		(83,915)
Profit on Sale of Investment	(39,864)	
<b>Operating Profit Before Working Capital Changes</b>	<b>2,090,276</b>	<b>2,567,912</b>
Adjusted for (Increase)/ Decrease in:		
-Inventories	(13,493,552)	(8,469,764)
-Trade receivables	26,097,628	6,345,913
-Short-term loans and advances	(10,142,334)	7,883,518
-Other current assets	(4,588,096)	
-Trade payables	(6,843,721)	(2,006,236)
-Current Liabilities & Provisions	(731,786)	(417,781)
<b>Cash Generated From Operations</b>	<b>(7,611,585)</b>	<b>5,903,562</b>
Less : Direct Tax Paid	415,026	279,017
<b>Net Cash Flow from/(used in) Operating Activities: (A)</b>	<b>(8,026,611)</b>	<b>5,624,545</b>
<b>Cash Flow From Investing Activities:</b>		
Sale of Non-current Investments	16,832,645	130,991
Sale / (Purchase) of Current Investment	7,543,372	(2,325,328)
Dividend Income	24,825	-
Profit on Sale of Investment	39,864	-
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>	<b>24,440,706</b>	<b>(2,194,337)</b>



<b>Cash Flow from Financing Activities:</b>		
Proceeds From Share Capital & Share Premium	-	
Repayment of Long Term Borrowing	(808,800)	(840,250)
Repayment of Short Term Borrowing	(6,194,481)	(3,412,515)
Interest & Financial Charges	(391,548)	(472,024)
<b>Net Cash Flow from/(used in) Financing Activities ( C )</b>	<b>(7,394,829)</b>	<b>(4,724,789)</b>
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	<b>9,019,266</b>	(1,294,581)
Cash & Cash Equivalents As At Beginning of the Year	<b>877,148</b>	2,171,729
Cash & Cash Equivalents As At End of the Year	<b>9,896,414</b>	877,148

*The accompanying notes form an integral part of financial statements.*

As per our report of even date

**FOR R T JAIN & CO LLP**

**CHARTERED ACCOUNTANTS**

**(FRN NO. 103961W / W100182)**

**For and on behalf of the Board**

**CA BANKIM JAIN**

**PARTNER**

**M No-139447**

**Surat, 15th May 2017**

**HARISH CHANDAK**

**(Managing Director)**

**DIN - 01058531**

**SHAILESH CHANDAK**

**(Director & CFO)**

**DIN - 01058498**



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## Notes forming part of the Financial Statements

### CORPORATE INFORMATION

KAVITA FABRICS LIMITED was incorporated in the year 2005 as a private company. Subsequently In 2012, it was converted into a public company. The Company is in the business of manufacturing synthetic fabrics from man-made yarns by using weaving technology in the form of semi-finished sarees and dress materials.

### NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES

#### A. Basis of preparation of Financial Statements:

- i. These financial statements are prepared in accordance with Generally Accepted Accounting Principles in India (GAAP) under historical cost convention on accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable.
- ii. The financial statements are prepared under the historical cost convention and on the accounting principles of going concern. The Company follows accrual system of accounting where income & expenditure are recognized on accrual basis.
- iii. Accounting policies not specifically referred to are consistent and in consonance with generally accepted accounting policies.

#### B. Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect amounts in the financial statements and disclosures in the contingent liabilities and reported notes thereto. Actual results could differ from these estimates. Differences between the actual result and estimates are recognized in periods in which the results are known/ materialised.

#### C. Fixed Assets:

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. The cost of an asset comprises of its purchase price (net of cenvat / duty credits availed wherever applicable) and any directly attributable cost of bringing the assets to working condition for its intended use. Expenditure on additions, improvements and renewals is capitalized and expenditure for maintenance and repairs is charged to profit and loss account.

#### D. Depreciation:

The Company has provided for depreciation on fixed assets using written down value (WDV) over the useful life of the assets. Depreciation on asset acquired / sold during the year is provided on pro-rata basis with reference to the date of installation / put to use in the books or disposal. Effective from 1st April 2014, the company has reassessed the useful lives of the fixed assets in line with useful lives mentioned in Schedule II to the Companies Act, 2013.



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### **E. Valuation of Inventories:**

Cost of inventory includes all cost of purchases and other cost incurred in bringing the inventories to their present location and condition. Inventories are being valued at lower of Cost or Net Realizable Value.

### **F. Revenue Recognition:**

Sale of goods is recognized on dispatches to customers, which coincide with the transfer of significant risks and rewards associated with ownership. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized as soon as the right to receive the same is established.

### **G. Earning Per Share**

Basic earning per share is computed by dividing the net profit after tax for the year after prior period adjustments attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

### **H. Taxation & Deferred Tax**

Provision for Current Tax is made in accordance with the provision of Income Tax Act, 1961. Deferred tax is recognized on timing differences between taxable & accounting income/expenditure that originates in one period and are capable of reversal in one or more subsequent period(s).

### **I. Contingent Liabilities / Provisions**

- i. In the opinion of management there are no contingent liabilities
- ii. Provision is made in the accounts in respect of contingent liabilities which is likely to materialize into liabilities after the year end, till the finalization of accounts and which have material effect on the position stated in the Balance Sheet.

### **J. Investments**

Investments are classified as current and Non-current. Investment that is by its nature readily realizable and is intended to be held for not more than one year from the date on which such investment is made is classified as current investment. Investment other than current investment is classified as non-current.



**Note : 2 Share Capital**

(Amt in Rs.)

Particulars	As at 31st March 2017	As at 31st March 2016
<b>Equity Share Capital</b>		
<b>Authorised Share Capital</b> 1,05,00,000 Equity Shares of Rs. 10/- each	<b>105,000,000</b>	105,000,000
	<b>105,000,000</b>	105,000,000
<b>Issued, Subscribed and Fully Paid Up Share Capital</b> 1,04,18,706 Equity Share of Rs.10/- Each fully paid up	<b>104,187,060</b>	104,187,060
<b>TOTAL</b>	<b>104,187,060</b>	104,187,060

**a) Reconciliation of number of shares outstanding at the end of year**

Particulars	As at 31st March 2017	As at 31st March 2016
Equity shares at the beginning of the year	<b>10,418,706</b>	10,418,706
Add: Shares issued during the year	-	-
Equity Shares at the end of the year	<b>10,418,706</b>	10,418,706

**b) Details of shareholders holding more than 5% shares of the aggregate shares in the company**

Name of shareholder	As at 31st March 2017		As at 31st March 2016	
	No. of Shares	Percentage	No. of Shares	Percentage
Lakhotia Polysters (India) Ltd.	<b>2,850,000</b>	<b>27.35</b>	2,850,000	27.35
Sarika Chandak	<b>1,727,802</b>	<b>16.58</b>	1,727,802	16.58
Sanjoyog Trade Link Private Limited	<b>978,223</b>	<b>9.39</b>	978,223	9.39
Harish Chandak	<b>1,086,711</b>	<b>10.43</b>	1,086,711	10.43
Sudha Chandak	<b>483,206</b>	<b>4.64</b>	562,002	5.39
Sangam Advisors Limited	-	-	849,000	8.15
Nibhe Ganesh Ramesh	<b>1,681,477</b>	<b>16.14</b>	563,777	5.41



**Note : 3 Reserves and Surplus**

(Amt in Rs.)

Particulars	As at 31st March 2017	As at 31st March 2016
<b>1) Surplus / (Deficit) in the Statement of Profit and Loss</b>		
As Per Last Balance Sheet	2,346,984	1,529,614
Add: Profit for the Year	503,130	817,371
<b>TOTAL</b>	<b>2,850,114</b>	<b>2,346,984</b>

**Note : 4 Long Term Borrowings**

(Amt. in Rs.)

Particulars	As at 31st March 2017	As at 31st March 2016
<b>Secured</b>		
Term Loan		
-From Banks	-	808,800
<b>TOTAL</b>	<b>-</b>	<b>808,800</b>

**Note : 5 Short Term Borrowings**

(Amt. in Rs.)

Particulars	As at 31st March 2017	As at 31st March 2016
<b>Secured</b>		
-Cash Credit Facility*	11,799	6,206,280
*(O/D Facility is against Mortgage of Residential Property of Directors)		
<b>TOTAL</b>	<b>11,799</b>	<b>6,206,280</b>

**Note : 6 Trade Payables**

(Amt. in Rs.)

Particulars	As at 31st March 2017	As at 31st March 2016
Due to Micro, Small and Medium Enterprises	-	-
Others	2,227,283	9,071,004
<b>TOTAL</b>	<b>2,227,283</b>	<b>9,071,004</b>

**Note: 7 Other Current Liabilities**

(Amt. in Rs.)

Particulars	As at 31st March 2017	As at 31st March 2016
Statutory Dues	108,971	-
Creditors for Expenses	541,466	1,256,842
<b>TOTAL</b>	<b>650,437</b>	<b>1,256,842</b>

**Note : 8 Short-term Provisions**

(Amt. in Rs.)

Particulars	As at 31st March 2017	As at 31st March 2016
Provision for Income Tax	310,697	433,078
Provision for ROC Fees	-	3,000
<b>TOTAL</b>	<b>310,697</b>	<b>436,078</b>





**NOTE : 9 FIXED ASSETS**

(Amt. in Rs.)

Description of Asset	GROSS BLOCK (AT COST)				DEPRECIATION / AMORTISATION				NET BLOCK	
	As on 01.04.2016	Addition during year	Deduction during year	As on 31.03.2017	Up to 01.04.2016	Provided during year	Deduction/ Adjustment	Up to 31.03.2017	As on 31.03.2017	As on 31.03.2016
	<b>I. Tangible Assets</b>									
Office Equipment	165,176	-	-	165,176	122,217	10,977	-	133,194	31,982	42,959
Machinery	6,664,245	-	-	6,664,245	3,079,426	671,640	-	3,751,067	2,913,178	3,584,819
Furniture & Fixture	614,405	-	-	614,405	366,443	70,290	-	436,733	177,672	247,962
Motor Vehicle	41,521	-	-	41,521	36,841	1,835	-	38,675	2,846	4,680
Mahindra XUV500	1,520,528	-	-	1,520,528	1,139,168	132,790	-	1,271,958	248,570	381,360
<b>TOTAL</b>	<b>9,005,875</b>	<b>-</b>	<b>-</b>	<b>9,005,875</b>	<b>4,744,095</b>	<b>887,532</b>	<b>-</b>	<b>5,631,627</b>	<b>3,374,247</b>	<b>4,261,780</b>
<b>Previous Year</b>	9,005,875	-	-	<b>9,005,875</b>	3,590,534	1,153,561	-	4,744,095	4,261,780	5,415,341



**Note : 10 Non Current Investments**

(Amt. in Rs.)

Particulars	As at 31st March 2017	As at 31st March 2016
Investment in Equity Shares	1,705,459	18,538,104
<b>TOTAL</b>	<b>1,705,459</b>	<b>18,538,104</b>

**Note : 11 Deferred Tax Assets**

(Amt. in Rs.)

Particulars	As at 31st March 2017	As at 31st March 2016
Related to Depreciation	312,624	270,353
<b>TOTAL</b>	<b>312,624</b>	<b>270,353</b>

**Note : 12 Current Investments**

(Amt. in Rs.)

Particulars	As at 31st March 2017	As at 31st March 2016
Investments in Equity Shares	12,191,105	19,734,477
<b>TOTAL</b>	<b>12,191,105</b>	<b>19,734,477</b>

**Note : 13 Inventories**

(Amt. in Rs.)

Particulars	As at 31st March 2017	As at 31st March 2016
Inventories	51,298,117	37,804,565
<b>TOTAL</b>	<b>51,298,117</b>	<b>37,804,565</b>

**Note : 14 Trade Receivables**

(Amt. in Rs.)

Particulars	As at 31st March 2017	As at 31st March 2016
<b>Unsecured, Considered Good</b>		
-Outstanding for a period of more than six months	1,444,770	-
-Others	10,932,415	38,474,813
<b>TOTAL</b>	<b>12,377,185</b>	<b>38,474,813</b>

**Note : 15 Cash & Cash Equivalents**

(Amt. in Rs.)

Particulars	As at 31st March 2017	As at 31st March 2016
Cash in hand	113,057	860,962
Balance with Bank	9,783,357	16,186
<b>TOTAL</b>	<b>9,896,414</b>	<b>877,148</b>

**Note : 16 Short Terms Loans and Advances**

(Amt. in Rs.)

Particulars	As at 31st March 2017	As at 31st March 2016
<b>Unsecured, Considered Good</b>		
-Advance Tax & TDS	306,292	326,957
-Advance recoverable in cash or in kind	143,181	3,536,800
-Loans & Advances to Others	14,044,670	488,052
<b>TOTAL</b>	<b>14,494,143</b>	<b>4,351,809</b>

**Note :17 Other Current Assets**

(Amt. in Rs.)

Particulars	As at 31st March 2017	As at 31st March 2016
Receivable on sale of shares	4,588,096	-
<b>TOTAL</b>	<b>4,588,096</b>	<b>-</b>



**Note : 18 Revenue from Operations**

(Amt. in Rs.)

Particulars	2016-17	2015-16
Sale of Goods	33,485,138	85,588,824
<b>TOTAL</b>	<b>33,485,138</b>	<b>85,588,824</b>

**Note : 19 Other Income**

(Amt. in Rs.)

Particulars	2016-17	2015-16
Profit on Trading of Shares	23,749	(12,795)
Dividend	24,825	500
Long Term Capital Gain on sale of investment	39,864	3,003
<b>TOTAL</b>	<b>88,438</b>	<b>(9,292)</b>

**Note : 20 Cost of Material Consumed**

(Amt. in Rs.)

Particulars	2016-17	2015-16
Purchase of Raw Material	28,571,988	67,744,568
<b>Direct Expenses:</b>		
-Designing Expenses	548,240	633,507
-Process Charges	848,589	1,584,429
-Gas & Electricity Charges	1,150,160	1,868,376
-Production Expenses	629,184	664,191
-Wages Expenses	3,368,539	3,917,705
-Job Charges	1,332,844	5,815,450
-Consumables	691,547	760,294
-Finish Cutting Expenses	2,120	64,432
-Bonus & Other Labour Incentives	382,001	861,642
<b>TOTAL</b>	<b>37,525,212</b>	<b>83,914,594</b>

**Note : Z1 Change in Inventories**

(Amt. in Rs.)

Particulars	2016-17	2015-16
Opening Stock	37,804,565	29,334,801
Less: Closing Stock	51,298,117	37,804,565
<b>TOTAL</b>	<b>(13,493,552)</b>	<b>(8,469,764)</b>

**Note : 22 Employment Benefit Expenses**

(Amt. in Rs.)

Particulars	2016-17	2015-16
Salaries & Bonus	1,618,505	1,761,743
Directors Remuneration	1,080,000	1,080,000
<b>TOTAL</b>	<b>2,698,505</b>	<b>2,841,743</b>

**Note : 23 Finance Cost**

(Amt. in Rs.)

Particulars	2016-17	2015-16
Finance & Interest Expense	391,548	460,459
Bank Charges	9,541	11,565
<b>TOTAL</b>	<b>401,088</b>	<b>472,024</b>



**Note : 24 Depreciation and Amortization Cost**

(Amt. in Rs.)

Particulars	2016-17	2015-16
Depreciation	887,532	1,153,561
<b>TOTAL</b>	<b>887,532</b>	<b>1,153,561</b>

**Note : 25 Other Expenses**

(Amt. in Rs.)

Particulars	2016-17	2015-16
Advertisement Expenses	102,690	58,698
Audit Fees	30,000	30,000
Brokerage	-	3,448
Carriage & Cartage Expenses	35,320	64,195
Computer Expenses	37,000	26,650
NSDL /CDSL Charges	145,171	114,368
Discount Account	1,021,225	481,265
Demat Charges	6,023	1,302
Electricity Expenses	62,460	76,137
ESIC Expenses	31,027	37,206
Contribution to Provident Fund	278,149	310,741
Factory Expenses	134,906	169,052
Insurance Expenses	146,733	113,687
Legal Expense	75,585	69,130
Listing Fees	229,836	506,890
Municipal Taxes	121,043	129,132
Misc Expenses	16,680	-
Packing Expenses	95,359	148,123
Postal Expenses	9,100	9,601
Interest on Statutory Dues	1,159	-
Professional Tax	2,400	2,400
Professional Fees	-	46,537
Registrar & Share Transfer Fees	39,189	47,934
ROC fees	14,400	38,400
Rent	1,620,000	1,620,000
Stationery Expenses	15,076	18,862
Telephone Expenses	67,579	62,964
Transportation Expenses	80,059	83,447
Vehicle Expenses	252,687	209,461
Website Developing Expenses	8,050	7,442
<b>TOTAL</b>	<b>4,678,906</b>	<b>4,487,072</b>

<b>Payment to Auditors</b>		
-As Auditor	30,000	30,000
-As Advisor	-	-
-Any other Manner	-	-



**Note : 26 Tax Expenses**

(Amt. in Rs.)

Particulars	2016-17	2015-16
<b>Current Tax</b>		
Provision For Income Tax	310,697	433,078
<b>Deferred Tax Liability / (Asset)</b>		
Related to Depreciation	(42,271)	(154,061)

**Note : 27 Earnings Per Share**

(Amt. in Rs.)

Particulars	2016-17	2015-16
Profit for the period attributable to Equity Shareholder	503,130	817,371
No of weighted average equity shares outstanding during the year	10,418,706	10,418,706
Nominal Value of Equity Share	10	10
Basic and Diluted Earning Per Share	0.05	0.08

**Note 28 : Details Of Related Party Transaction**

Description of Relationship	Name of Related party
Key Management Personnel (KMP)	Shailesh Chandak
Key Management Personnel (KMP)	Harish Chandak
Key Management Personnel (KMP)	Sarika Chandak
Relative of Director	Sudha Chandak
Associate Concerns	Shiv Textiles

(Amt in Rs.)

Type of Related Party/ Nature of Transaction	Enterprises owned by Director/Major	Key Management Personnel	Relatives of Key Mgmt Personnel	No. of Parties Involved
Rent Paid	-	1,140,000	480,000	3
Salary/ Director Remuneration	-	1,080,000	-	3
Job Work Charges	552,350	-	-	1
<b>Balance Outstanding :</b>				
a) Unsecured Loan	-	-	-	-
b) Sundry Creditors	-	-	-	-
c) Other liabilities	-	2,220,000	480,000	-



**NOTE: 29 Segment Reporting**

The company is predominantly in the business of Synthetic Fabrics and as such there are no reportable segments. The company's operations are predominantly in India.

**NOTE: 30 Particulars of dues to Micro, Small and Medium Enterprises under Micro, Small and Medium Enterprises Development Act, 2006**

Micro, Small and Medium Enterprises as defined under MSME Act, 2006 have not been identified by the Company. Thus in the absence of relevant information we are unable to state the total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period.

**NOTE: 31 Contingent Liability**

In the opinion of management there is no contingent liability at the end of the year.

**NOTE: 32 Disclosure Pursuant to Circular No. G. S.R. 308 (E) dated March 30, 2017**

Details of Specified Bank Notes(SBN) held and transacted during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 is provided in the table below:

(Amount in Rs.)			
Particulars	SBN's	Other Denomination Notes	Total
Cash in Hand as on 08.11.16	Nil	6,58,514/-	6,58,514/-
(+) Permitted Receipts (withdrawn from bank)	Nil	4,00,000/-	4,00,000/-
(-) Permitted Payments	Nil	Nil	6,14,442/-
(-) Amount Deposited in Banks	Nil	Nil	Nil
Cash in Hand as on 30.12.16	Nil	4,44,072/-	4,44,072/-

**NOTE: 33**

Figures of previous year have been regrouped / reclassified wherever necessary to confirm to the current year's presentation.

As per our report of even date attached

**For R T JAIN & CO LLP**

**Board**

**CHARTERED ACCOUNTANTS**

**(FRN No – 103961W/ W100182)**

Sd/-

**CA BANKIM JAIN**

**PARTNER**

**M No 139447**

**For and on behalf of the**

Sd/-

**HARISH CHANDAK**

**(Managing Director)**

**(DIN – 01058531)**

Sd/-

**SHAILESH CHANDAK**

**(Director & CFO)**

**(DIN – 01058498)**

**Surat, May 15, 2017**



**KAVITA FABRICS LIMITED**

**Registered office:** 105, Balaji Industrial Society-1, UdhnaMagdalla Road, Surat 395007

**Email :** [info@kavitafabrics.in](mailto:info@kavitafabrics.in) **Website:** [www.kavitafabrics.com](http://www.kavitafabrics.com)

**Tel:** +91 – 261 – 3018759 **Fax:** +91 - 261- 3018759

**CIN:** L17110GJ2005PLC046929

**ATTENDANCE SLIP**

(Please fill the attendance slip and hand it over at the entrance of the meeting hall)

Regd. Folio No.\*\* .....

DP ID.....

No. of Shares held .....

Client ID .....

Name(s) and address of the shareholder in full

.....

.....

I/we hereby record my/our presence at the 12<sup>th</sup> Annual General Meeting of the Company held on Friday, September 29, 2017 at 11.00 p.m. at 105, Balaji Industrial Society-1, Udhna Magdalla Road, Surat 395007.

\_\_\_\_\_  
Signature of Shareholder /Proxy

\*\*Applicable for investor holding shares in physical form



**KAVITA FABRICS LIMITED**

**Registered office:** 105, Balaji Industrial Society-1, UdhnaMagdalla Road, Surat 395007

**Email :** [info@kavitafabrics.in](mailto:info@kavitafabrics.in) **Website:** [www.kavitafabrics.com](http://www.kavitafabrics.com)

**Tel:** +91 – 261 – 3018759 **Fax:** +91 - 261- 3018759

**CIN:** L17110GJ2005PLC046929

**PROXY FORM  
Form No. MGT-11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Shareholder (s)
Registered Address
Email Id
Folio No. / Client Id
DP Id

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature:  or failing him/ her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature:  or failing him/ her

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12<sup>th</sup> Annual general meeting of the members of the company, to be held on the September 29, 2017 at 11:00 p.m at the registered office of the Company at 105, Balaji Industrial Society-1, Udhna Magdalla Road, Surat 395007 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional	
		For	Against
<b>Ordinary Business:</b>			
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		





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	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		

Signed this..... day of..... 2017

\_\_\_\_\_  
Signature of shareholder

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of Proxy holder(s)

**Notes:**

- i. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
- ii. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. 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 Proxy for any other Member**
- iii. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting**



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**If undelivered,**  
Please return to:  
**Kavita Fabrics Limited**  
105, Balaji Industrial Society – 1,  
UdhnaMagdalla 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)