

REPORT ON CORPORATE GOVERNANCE

REPORT ON CORPORATE GOVERNANCE

The Board has taken adequate steps to ensure that all mandatory provisions of Corporate Governance has been complied with. The Board furnishes the following relevant information for the benefit of the Members.

1. Company's Philosophy on Code of Governance

Your Company believes in good corporate governance practices. The Company demands excellence in all aspects of the business, help the people succeed by providing them support and feedback and build teams that collaborate and contribute to their success. Every employee of the Company is not just an employee but an important resource and part of the family. The Company shows respect and values towards every employee of the Company and takes pride in their diversity. The Company has a commitment to do business with strong corporate governance and open-ness by working across all organisational boundaries and strive to break down internal barriers and accept the accountability for their own actions and results.

2. Board of Directors

Composition / Category of Directors, Attendance, No. of Board/Committees No. of Shares

Directors	Designation	Board Meetings		Last AGM Attended	# No. of Other Directorships	@Member of Committees/ (Chairman)	No. of Equity Shares
		Held	Attended				
Mr. Rajesh Batra (Chairman)	Managing Director	4	4	Yes	5 (chairman of 2)	3	60
Mr. H. K. Vakharia ¹	Independent Director	4	4	Yes	None	None	0
Mr. N. R. Mahalingam ¹	Independent Director	4	4	No	1	2 (chairman of 1)	2,560
Dr. S. D. Israni	Independent Director	4	4	Yes	3	2	0
Mr. Nabankur Gupta ²	Non-executive Director	3	2	No	7	7 (chairman of 2)	0
Mr. Rajiv Batra	Non-executive Director	4	1	No	1	None	20
Mr. N. Santhanam	Independent Director	4	3	Yes	1	1 (chairman of 1)	0
Mrs. Pheroza Jimmy Bilimoria	Independent Director	4	2	Yes	None	None	0

¹ Ceased to be the Independent Directors consequent to end of their term on March 31, 2019.

² Ceased to be a Director consequent to his demise on December 7, 2018.

excludes alternate directorship, directorship in Section 8 Companies, foreign companies and private companies which are neither a subsidiary nor a holding company of a public company.

@ includes audit committee & stakeholders relationship committee of public companies.

None of the Directors are related to any other Director on the Board, except Mr. Rajesh Batra and Mr. Rajiv Batra, who are related to each other as brothers.

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The name of the other listed entities in which the Director is also a Director and the category of Directorship are as follows:

Name of the Director Directorship	Name of the Listed Entity	Category of
Mr. Rajesh Batra	National Peroxide Limited The Bombay Burmah Trading Corporation Limited	Independent Director Independent Director
Mr. H.K. Vakharia ¹	N.A.	N.A.
Mr. N.R. Mahalingam ¹	N.A.	N.A.
Dr. S.D. Israni	Modern India Limited Advani Hotels and Resorts (India) Limited	Independent Director Independent Director
Mr. Nabankur Gupta ²	Raymond Limited Pritish Nandy Communications Limited Magma Fincorp Limited VIP Industries Limited Videocon d2h Limited	Director Director Director Director Director
Mr. Rajiv Batra	N.A.	N.A.
Mr. N. Santhanam	N.A.	N.A.
Ms. Pheroza Jimmy Bilimoria	N.A.	N.A.

¹ Ceased to be the Independent Directors consequent to end of their term on March 31, 2019.

² Ceased to be a Director consequent to his demise on December 7, 2018.

The Company held 4 (four) Board Meetings during the Financial Year 2018 - 19. These were on May 25, 2018, August 14, 2018, November 12, 2018 and February 13, 2019.

The details of familiarization programmes imparted to the Independent Directors are available at the weblink www.cravatex.com/investors.

The matrix of core skills/expertise/competencies identified by the board of directors as required in the context of its business and sector for it to function effectively and those actually available with the board are as follows:

- ✓ Industry Knowledge
- ✓ Finance & Accounts
- ✓ Risk Management
- ✓ International Business
- ✓ Marketing/Sales
- ✓ Legal/Regulatory
- ✓ Business Operations
- ✓ Corporate Leadership

In the opinion of the board all the independent directors fulfill the conditions specified in the SEBI (LODR) Regulations, 2015 and are independent of the management of the Company.

None of the Independent Directors have resigned before the expiry of their tenure. Mr. H.K. Vakharia and Mr. N.R. Mahalingam ceased to be the Independent Directors of the Company consequent to the expiry of their term on March 31, 2019.

3. Audit Committee

(a) Terms of Reference

The role and terms of reference of the Audit Committee include review of Internal Audit Reports and the Statutory Auditors' Report on the financial statements, general interaction with the Internal Auditors and Statutory Auditors, selection and establishment of accounting policies, review of financial statements, both quarterly and annual, before submission to the Board, review of management discussion and analysis of financial condition and results of operations and review of performance of statutory and internal auditors and adequacy of internal control systems and other matters specified under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

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(b) Composition

The Audit Committee consists of the following Non-executive Directors during the financial year 2018 - 19:

(1) Mr. N. Santhanam (Chairman) 2) Mr. Nabankur Gupta, 3) Dr. S.D. Israni and 4) Mr. N.R. Mahalingam

Mr. Nabankur Gupta ceased to be a member of the Audit Committee consequent to his demise on December 7, 2018.

Mr. Sudhanshu Namdeo, Company Secretary acts as the Secretary to the Committee.

(c) Number of Meetings, Attendance

The Company held 4 (four) Audit Committee Meetings on May 25, 2018, August 14, 2018, November 12, 2018 and February 13, 2019. The details of attendance of the Audit Committee Members during the financial year 2018 - 19 are given below:

Name	No. of Meetings Held	No. of Meetings Attended
Mr. N. Santhanam	4	3
Mr. Nabankur Gupta*	3	2
Dr. S. D. Israni	4	4
Mr. N. R. Mahalingam	4	4

* ceased to be a member of committee consequent to his demise on December 7, 2018.

4. Nomination and Remuneration Committee

(a) Terms of Reference

Broad terms of reference of the Nomination and Remuneration Committee include identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and carry out evaluation of every director's performance.

(b) Composition

The Nomination and Remuneration Committee consists of the following Non-executive Directors during the financial year 2018 - 19:

(1) Dr. S.D. Israni (Chairman) 2) Mr. Nabankur Gupta 3) Mr. N.R. Mahalingam and 4) Mr. N. Santhanam

Mr. Nabankur Gupta ceased to be a member of the Nomination and Remuneration Committee consequent to his demise on December 7, 2018.

(c) Number of Meetings and Attendance

The Company held 2 (two) Nomination and Remuneration Committee Meeting on August 14, 2018 and February 13, 2019. The details of attendance of the Nomination & Remuneration Committee Members during the financial year 2018 - 19 are given below:

Name	No. of Meetings Held	No. of Meetings Attended
Dr. S. D. Israni	2	2
Mr. Nabankur Gupta*	1	1
Mr. N. R. Mahalingam	2	2
Mr. N. Santhanam	2	2

* ceased to be a member of committee consequent to his demise on December 7, 2018.

Performance Evaluation:

One of the important functions of the Board is to monitor and review the Board evaluation framework. Pursuant to the provisions of the Companies Act, 2013 and Regulation 4(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board is required to carry out the evaluation of its annual

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performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and CSR Committees and other committees. The Board has adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors, including Chairman of the Board. Accordingly the exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. A separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

The Board also carried out the performance evaluation of the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

5. Remuneration of Directors

The Non-executive Directors are paid remuneration by way of sitting fees. The details of sitting fees paid to the Non-executive Directors during the financial year 2018 - 19 are given below:

Name	Sitting Fees (Rs.)
Mr. H.K. Vakharia	80,000/-
Mr. N. R. Mahalingam	80,000/-
Dr. S. D. Israni	80,000/-
Mr. Nabankur Gupta	40,000/-
Mr. Rajiv Batra	20,000/-
Mr. N. Santhanam	60,000/-
Mrs. Pheroza Jimmy Bilimoria	40,000/-

The details of sitting fees paid to the Audit Committee Members during the financial year 2018 - 19 are given below:

Name	Sitting Fees (Rs.)
Mr. N. Santhanam	30,000/-
Mr. Nabankur Gupta	20,000/-
Dr. S. D. Israni	40,000/-
Mr. N. R. Mahalingam	40,000/-

The details of sitting fees paid to the Nomination & Remuneration Committee Members during the financial year 2018 - 19 are given below:

Name	Sitting Fees (Rs.)
Dr. S. D. Israni	20,000/-
Mr. Nabankur Gupta	10,000/-
Mr. N. R. Mahalingam	20,000/-
Mr. N. Santhanam	20,000/-

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The Members of the Stakeholders Grievance Committee are not entitled to remuneration for the financial year 2018-19 and accordingly, no remuneration has been paid to any of its Committee Members.

The criteria for payment to non-executive Directors is in line with practices followed by similar sized Companies keeping in view the role, responsibilities and contribution of the non-executive Directors.

The appointment of Mr. Rajesh Batra, Managing Director is governed by the recommendation of the Nomination and Remuneration Committee, Resolutions passed by the Board of Directors and Members of the Company, which covers the terms of such appointment and remuneration payable. The details of remuneration paid to Mr. Rajesh Batra, Managing Director during the financial year 2018 - 19 are given below:

(Amount in Rs.)

Basic	HRA	Conveyance	Special Allowance	Medical	LTA	Bonus	Total
20,74,800	1,40,040	19,200	50,410	15,000	84,000	5,600	23,89,050

Presently, the Company does not have a scheme for grant of stock options either to the Directors or to the employees.

Details of Service Contracts, Notice Period, etc. of all the Directors for the financial year ended March 31, 2019:

Directors	Period	Service Contract	Notice Period & Severance Fees
Managing Director	3 years w.e.f June 1, 2016 to May 31, 2019	Yes	Six months' notice or six months' salary, in lieu thereof
Non-Executive, Director	The Non-Executive Directors, liable to retire by rotation, get re-appointed as per the provisions of Articles of Association of the Company and the Companies Act, 2013.	No	Not Applicable
Non-Executive, Independent Director	The Non-Executive Independent Directors are appointed for a term of 5 years.	No	Not Applicable

6. Stakeholders Grievance Committee

(a) Terms of Reference

Broad terms of reference of the Stakeholders Relationship Committee include to approve and register the transfers and/or transmission of equity shares of the Company, redressal of shareholders' and investors' complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. and to monitor transfers, transmission, splitting, consolidation, dematerialisation, rematerialisation of securities issued by the Company and issue of duplicate share certificates.

(b) Composition

The Stakeholders Relationship Committee consists of the following Directors for the financial year 2018-19:

- (1) Mr. N.R. Mahalingam - Independent Non-executive Director (Chairman)
- (2) Mr. Nabankur Gupta* - Non-executive Director and
- (3) Mr. Rajesh Batra - Managing Director

* ceased to be a member of committee consequent to his demise on December 7, 2018.

(c) Compliance Officer

Mr. Sudhanshu Namdeo, Company Secretary is designated as the Compliance Officer.

(d) No. of Shareholders Complaints Received, Not Resolved and Pending

There were 2 investor complaint received during the financial year 2018 - 19. There were no unresolved complaints and no complaints were pending at the end of the Financial Year ended March 31, 2019.

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Corporate and Social Responsibility Committee

(a) Terms of Reference

Broad terms of reference of the CSR Committee include to support the underprivileged sections of the society and thereby undertakes corporate social responsibility initiatives in accordance with the terms of Section 135 of the Companies Act, 2013 and the guidelines stated in Schedule VII of the Companies Act 2013.

(b) Composition

The Corporate and Social Responsibility consists of the following Non-executive Directors during the financial year 2018 - 19:

(1) Mr. Nabankur Gupta (Chairman) 2) Mr. N. Santhanam and 3) Mr. Rajesh Batra

Mr. Nabankur Gupta ceased to be a member of the Corporate and Social Responsibility Committee consequent to his demise on December 7, 2018.

(c) Number of Meetings and Attendance

No Corporate and Social Responsibility Committee Meetings was held during the financial year 2018 - 19 as there was no average net profit made during the three immediately preceding financial years.

Independent Directors' Meeting:

Schedule IV of the Companies Act 2013 and the Rules thereunder mandate that the independent directors of the Company hold at least one meeting in a year, without the attendance of non-independent directors and members of the Management. The independent directors met on February 13, 2019 without the presence of Managing Director, Non- Independent Directors and Management Team. The meeting was attended by all Independent Directors except Mrs. Pheroza Jimmy Billimoria and was convened to enable independent directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company. At the meeting, they

- (i) reviewed the performance of non-independent directors and the Board as a whole;
- (ii) reviewed the performance of the Chairperson of the Company, taking into account the views of other directors;
- (iii) assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board and its committees that is necessary for the Board to effectively and reasonably perform their duties

The independent directors present in the meeting held an unanimous opinion that the Non-Independent Directors, including the Managing Director bring to the Board, abundant knowledge in their respective field and are experts in their areas. Besides, they are insightful, convincing, astute, with a keen sense of observation, mature and have a deep knowledge of the Company. The Board as a whole is an integrated, balanced and cohesive unit where diverse views are expressed and dialogued when required, with each Director bringing professional domain knowledge to the table. All Directors are participative, interactive and communicative. The Chairperson has abundant knowledge, experience, skills and understanding of the Board's functioning, possesses a mind for detail, is meticulous to the core and conducts the Meetings with poise and maturity.

The information flow between the Company's Management and the Board is complete, timely with good quality and sufficient quantity.

7. General Body Meetings

(a) Location and time where last three AGMs were held:

	I (AGM)	II (AGM)	III (AGM)
Date	17/09/2018	08/09/2017	12/08/2016
Venue	Textiles Committee P. Balu Road, Prabhadevi Chowk Prabhadevi Mumbai-400 025	Textiles Committee P. Balu Road, Prabhadevi Chowk Prabhadevi Mumbai-400 025	Textiles Committee P. Balu Road, Prabhadevi Chowk Prabhadevi Mumbai-400 025
Time	10.30 a.m.	10.30 a.m.	11.30 a.m.

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- (b) Whether any Special Resolutions were passed in the previous three AGMs ?

Yes

- (c) Whether any Special Resolutions were passed last year through postal ballot - details of voting pattern.

The Company vide postal ballot passed on March 24, 2019 (the last date of receipt of the postal ballot forms or e-voting) sought the consent of its members for the following items of business:

- The re-appointment of Mr. Rajesh Batra (DIN:00020764) as the Managing Director of the Company, for a period of three years with effect from June 1, 2019 to May 31, 2022 and payment of remuneration (Ordinary Resolution).
- The re-appointment of Mr. N. Santhanam (DIN:00027724) as an Independent Director of the Company for second term of five consecutive years with effect from April 1, 2019 to March 31, 2024 (Special Resolution).
- The re-appointment of Dr. S.D. Israni (DIN:00125532) as an Independent Director of the Company for second term of five consecutive years with effect from April 1, 2019 to March 31, 2024 (Special Resolution).

All the above resolutions were passed by requisite majority. The details of voting pattern are as follows:

Resolution	No. of Shares	No. of Votes Polled	% of Votes Polled	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour	% of Votes Against
(i)	25,84,160	21,41,579	82.87	20,82,535	59,044	97.24	2.76
(ii)	25,84,160	21,41,359	82.86	20,82,312	59,047	97.24	2.76
(iii)	25,84,160	21,41,579	82.87	20,82,532	59,047	97.24	2.76

- (d) Person who conducted the postal ballot exercise ?

Mr. Hemanshu L. Kapadia (FCS: 3477 and CP 2285), Proprietor of M/s. Hemanshu Kapadia and Associates, Practising Company Secretaries, Mumbai conducted the postal ballot passed on March 24, 2019.

- (e) Whether any Special Resolution is proposed to be conducted through postal ballot this year ?

No

- (f) Procedure for Postal Ballot:

The procedure for conducting the postal ballot exercise followed by the Company was as per the Companies (Management and Administration) Rules, 2014 read with Section 110 of the Companies Act, 2013 and as mentioned in the Secretarial Standard 2 issued by Institute of Company Secretaries of India.

8. Means of Communication

- (a) Quarterly Results:

The unaudited quarterly results are announced within 45 days from the end of the quarter and the audited annual results within 60 days from the end of the last quarter, as stipulated under Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

- (b) Newspapers wherein results normally published:

Business Standard (in English) and in Sakal (in Marathi)

- (c) Any website, where displayed:

www.crvatex.com

- (d) Whether website also displays official news releases: No

- (e) Whether presentations made to institutional investors or to the analysts : No

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9. General Shareholder Information

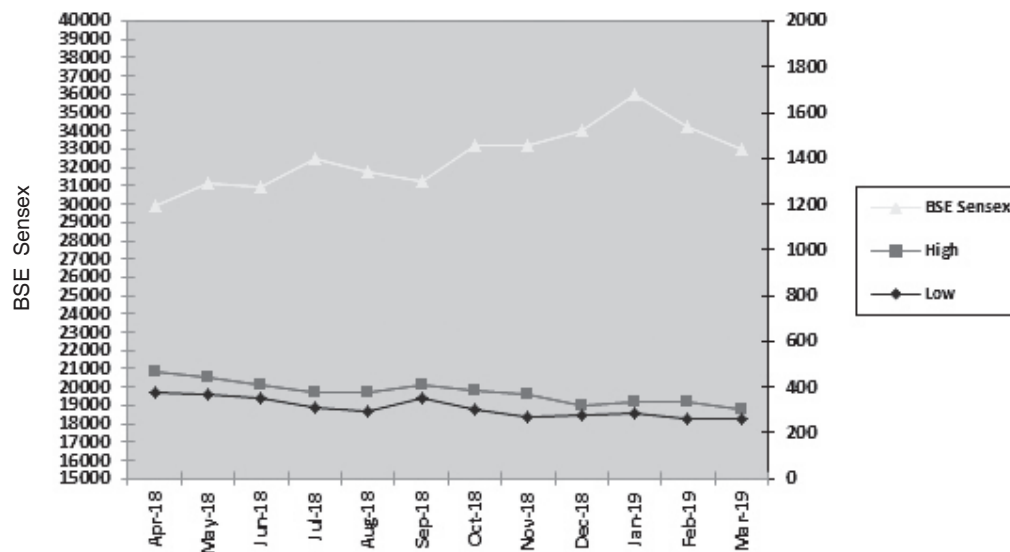
- (a) Annual General Meeting will be held on Wednesday, August 14, 2019 at 10.30 a.m. at Textiles Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai - 400 025
- (b) Financial Year : April 1 to March 31
 Annual General Meeting : Wednesday, August 14, 2019
 Results for quarter ending June 30, 2019 : Second week of August, 2019
 Results for quarter ending September 30, 2019 : Second week of November, 2019
 Results for quarter ending December 31, 2019 : Second week of February, 2020
 Results for the year ending March 31, 2020 : On or Before May 30, 2020
- (c) Dividend Payment Date : On or after August 14, 2019
- (d) Listing on Stock Exchange : Company's shares are listed on BSE Ltd. located at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.
 The Company has paid the listing fees to BSE on 18/04/2019
- (e) Stock Code : 509472
 SYMBOL : CRAVATEX
 Demat ISIN : INE145E01017
- (f) Market Price Data : High: Rs.469.90 (06/04/2018)
 (Financial Year 2018 – 19) Low: Rs.261.00 (15/02/2019)

High, Low and Number of Shares Traded during each month in the financial year 2018-19 on BSE Limited:

Month	High (Rs.)	Low (Rs.)	No. of Shares	No. of Trades	Total Turnover (Rs.)
Apr-18	469.90	378.95	4,640	282	19,88,804
May-18	444.00	368.50	5,242	161	21,67,268
Jun-18	410.00	350.00	4,827	151	18,51,716
Jul-18	380.00	310.10	3,375	148	11,51,175
Aug-18	379.00	295.10	14,630	444	47,48,144
Sep-18	411.25	351.90	8,859	224	34,33,564
Oct-18	389.00	302.00	3,224	77	11,20,931
Nov-18	370.00	270.00	6,504	108	21,86,874
Dec-18	321.90	275.30	11,078	96	33,11,288
Jan-19	335.45	283.40	4,902	123	15,11,978
Feb-19	333.90	261.00	6,054	108	17,02,264
Mar-19	305.95	261.75	1,887	81	5,30,694

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(g) Stock Performance in Comparison to BSE Sensex:



(h) None of the Securities of the Company have been suspended from trading by BSE.

(i) Registrars & Share Transfer Agents:

Sharex Dynamic (India) Private Limited

(Upto May 17, 2019)

Unit No. 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road,
Andheri (East), Mumbai – 400 072

(From May 18, 2019)

C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083

Tel No. : +91 22 2851 5606/ +91 22 2851 5644 / +91 22 2851 6338 / +91 22 2852 8087

Fax No.: +91 22 2851 2885

Email Id : :support@sharexindia.com

Website : www.sharexindia.com

(j) Share Transfer System:

95.77% of the equity shares of the Company are in electronic form. Transfer of these shares are done through the depositories with no involvement of the Company. The share transfers received in physical form are processed and share certificates are returned within a period of 15 days from the date of receipt, subject to the transfer instruments being valid and complete in all respects.

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(k) Distribution of Shareholding as on March 31, 2019:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shareholding
Less than 100	1,366	73.56	65,117	2.52
101 to 200	202	10.88	32,067	1.24
201 to 500	155	8.35	50,260	1.95
501 to 1000	64	3.45	50,699	1.96
1001 to 5000	53	2.85	1,02,130	3.95
5001 to 10000	6	0.32	42,800	1.66
10001 to 100000	10	0.54	3,19,517	12.36
10001 and above	1	0.05	19,21,570	74.36
Total	1,857	100.00	25,84,160	100.00

Shareholding Pattern as on March 31, 2019

Equity Share Capital (Listed on BSE)

Category	No. of Shares	% To Equity Paid-up Capital
Promoters	19,38,120	75.00
Bodies Corporate	20,898	0.81
Public	5,61,786	21.74
NRI	6,828	0.26
HUF	16,566	0.64
IEPF	38,244	1.48
Clearing Member	1,718	0.07
Total Equity Capital	25,84,160	100.00

4% Non-Convertible Cumulative Redeemable Preference Shares (Unlisted)

Category	No. of Shares	% To Preference Paid-up Capital
Promoters	85,17,500	100.00
Total Preference Capital	85,17,500	100.00

(l) Dematerialisation of equity shares and liquidity

Of the Company's total shareholding, 24,74,944 (95.77%) equity shares were held in dematerialised mode by the Members of the Company of which 23,24,753 (89.96%) equity shares were under National Securities Depository Limited (NSDL) and balance 1,50,191 (5.81%) equity shares under Central Depository Services (I) Limited (CDSL) as on March 31, 2019.

(m) Outstanding global depository receipts or american depository receipts or warrants or any other convertible instruments, conversion date and likely impact on equity : None

(n) Commodity price risk or foreign exchange risk and hedging activities : None

(o) Plant Location

None

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(p) Address for Correspondence

Registered Office:

Sahas, 4th Floor, 414/2, Veer Savarkar Marg
Prabhadevi, Mumbai-400 025
Tel. No.: 022-6666 7474, Fax No.: 022-2431 3210
E-mail : investors@cravatex.com

Corporate Office:

Unit No.201, 2nd Floor
Matulya Centre, Senapati Bapat Marg
Lower Parel (West)
Mumbai - 400 013

- (q) Credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad: None

10. Other Disclosures:

- (a) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company at large.

- (b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years : None
- (c) The Company has adopted the whistle blower policy. The Company does not deny access to any personnel to approach the audit committee on any issue.
- (d) The Company has complied with all the mandatory requirements under the SEBI (Listing obligations and Disclosure Requirements) Regulation 2015. The company has not adopted any of the non-mandatory requirements.
- (e) The policy on dealing with material subsidiaries is available on the website of the Company under section Policies and Procedures at www.cravatex.com/investors.
- (f) The policy on dealing with related party transactions is available on the website of the Company under section Policies and Procedures at www.cravatex.com/investors.
- (g) Commodity price risks and commodity hedging activities : None
- (h) Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under regulation 32(7A) of SEBI (Listing obligations and Disclosure Requirements) Regulation 2015: None.
- (i) A certificate has been obtained from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.
- (j) The board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year : None
- (k) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is as follows :

Sr. No.	Name of the Company	Relationship	Name of the Statutory Auditor	Amount Paid
1.	Cravatex Limited	N.A.	GPS & Associates	Rs.5.00 Lacs
2.	Cravatex Brands Limited	Subsidiary	B S R & Co. LLP	Rs.16.00 Lacs
3.	BB (UK) Limited	Foreign Subsidiary	SRV Delson	£ 22,000

11. Non-compliance of any requirement of corporate governance report of Schedule V, para C, sub-para (2) to (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 : None

12. Extent to which discretionary requirements as specified in Part E of Schedule II have been adopted : None

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13. The company has complied with corporate governance requirements specified in regulation 17 to 27 and clause b to l of sub-regulation (2) 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
14. The Managing Director and Chief Financial Officer have certified to the Board in accordance with Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
15. Demat Suspense Account / Unclaimed Suspense Account : None

For and on behalf of the Board of Directors

Rajesh Batra
Chairman & Managing Director

Place : Mumbai
Dated : May 24, 2019

CIN : L93010MH1951PLC008546

Registered Office:

Sahas, 4th Floor, 414/2, Veer Savarkar Marg,
Prabhadevi, Mumbai-400 025.
Tel. No.: +91 22 66667474, Fax No.: +91 22 24973210
E-mail: investors@cravatex.com
Website: www.cravatex.com

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DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT

This is to confirm that as provided under Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, all Board of Directors and Senior Management of the Company have affirmed Compliance with the Code of Conduct for the Financial Year ended March 31, 2019.

For Cravatex Limited,

Rajesh Batra
Chairman & Managing Director

Place : Mumbai

Dated : May 24, 2019

CIN : L93010MH1951PLC008546

Registered Office:

Sahas, 4th Floor, 414/2, Veer Savarkar Marg,
Prabhadevi, Mumbai-400 025.

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Website: www.cravatex.com

REPORT ON CORPORATE GOVERNANCE

COMPLIANCE CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,

The Members of Cravatex Limited

We have examined the compliance of conditions of Corporate Governance by **Cravatex Limited**, for the year ended on March 31, 2019, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mentioned above. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 *except disclosures as specified in Schedule V para C Point 2(g), Point 5(b), 5(c) and Point 9(c) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.*

We further 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 Hemanshu Kapadia & Associates

Hemanshu Kapadia
Proprietor
C.P. No. 2285
Membership No.: 3477

Place : Mumbai
Dated : May 24, 2019