CRAVATEX LIMITED

Regd Office: Sahas, 4th Floor, 414/2, Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025 CIN: L93010MH1951PLC008546, Tel No.+91 22 66667474, Fax No. +91 22 24313210

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

POSTAL BALLOT NOTICE

Notice issued to Members pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of Companies (Management and Administration) Rules, 2014

Dear Shareholders(s).

Notice is hereby given pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), for seeking consent of the Members by Postal Ballot and/or e-voting:

Accordingly, the draft resolutions together with the Statement pursuant to Section 102 of the Companies Act, 2013, is being sent to the members, along with Postal Ballot Form so as to enable the members for sending their assent or dissent in writing by Postal Ballot means.

The Company is seeking consent of its members, for the following items of business:

SPECIAL BUSINESS:

Item No. 1: Re-classification and Increase in Authorized Share Capital and Alteration of Memorandum of Association:

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 61, and other applicable provisions, if any, of the Companies Act, 2013, the Authorized Share Capital of the Company be and is hereby increased from Rs. 5,00,00,000/-(Rupees Five Crores Only) divided into 48,50,000 (Forty Eight Lacs and Fifty Thousand) Equity Shares of Rs.10/-(Rupees Ten Only) each and 15,000 (Fifteen Thousand) 9.5% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees Hundred Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 48,50,000 (Forty Eight Lacs and Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten Only) each and 1,01,50,000 (One Crore One Lac and Fifty Thousand) Preference shares of Rs. 10/- (Rupees Ten Only) each i.e. by reclassifying and increasing the existing 15,000 (Fifteen Thousand) 9.5% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees Hundred Only) each into 1,01,50,000 (One Crore One Lac and Fifty Thousand) Preference shares of Rs. 10/- (Rupees Ten Only) each into 1,01,50,000 (One Crore One Lac and Fifty Thousand) Preference shares of Rs. 10/- (Rupees Ten Only) each into 1,01,50,000 (One Crore One Lac and Fifty Thousand) Preference shares of Rs. 10/- (Rupees Ten Only) each into 1,01,50,000 (One Crore One Lac and Fifty Thousand)

RESOLVED FURTHER THAT pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be altered and substituted by the following new clause:

V The Authorized Share Capital of the Company is Rs.15,00,00,000/- (Rupees Fifteen Crores Only) divided into 48,50,000 (Forty Eight Lacs and Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten Only) each and 1,01,50,000 (One Crore One Lac and Fifty Thousand) Preference shares of Rs. 10/- (Rupees Ten Only) each with power to increase or reduce the capital of the Company for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges, terms and conditions as may be determined or in accordance with the articles of association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the articles of association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the above resolution including filing relevant forms with the Registrar of Companies."

Item No. 2: Adoption of new set of Articles of Association of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule I made thereunder and read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the new set of Articles of Association of the Company as per the Companies Act, 2013, primarily based on the Form of Table F under the Act, as available for inspection in the registered office of the Company, be and are hereby approved and adopted as the new set of Articles of association in substitution for, and to the exclusion of, the existing Articles of Association of the Company with immediate effect.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the above resolution including filing relevant forms with the Registrar of Companies."

Item No. 3: Issue of 4% Non – Convertible Cumulative Redeemable Preference shares on Private Placement basis.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 42 and 55 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), read with the Companies (Share Capital and Debentures) Rules, 2014, and other laws, rules and regulations applicable to the Company, if any and subject to the enabling provisions of the Memorandum and Articles of Association of the Company, and further subject to such approvals, consent, sanctions and permissions of appropriate authorities, departments and bodies as may be required and subject to such terms and conditions, alterations and modifications as may be considered appropriate and agreed to by the Board of Directors of the Company (herein after referred to as the Board which term shall also include a Committee of Directors exercising the powers conferred by the Board), the consent of the members be and is hereby accorded to offer, issue and allot on private placement basis, 90,00,000 4% Non – Convertible Cumulative Redeemable Preference Shares of Rs. 10/-, each, in one or more tranches, either fully paid up or partly paid up, on such terms and conditions, with such rights and privileges and at such times, at par or at such premium, as may be decided by the Board/Committee of Directors, to such person(s), including one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board/Committee of Directors may decide subject to the following rights:

- The said preference shares shall rank for dividend in priority to the equity shares for the time being of the Company.
- b) The said preference shares shall be non-participating in the surplus fund.
- c) The said preference shares shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- d) The said preference shares shall carry a fixed cumulative preferential dividend.
- e) The said preference shares are non-convertible.
- f) The voting rights of the persons holding the said shares shall be in accordance with the provisions of the Companies Act, 2013.
- g) The said preference shares shall be redeemable not later than 20 years from the date of issue thereof

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorised to do, sign, execute and/or ratify all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable as may be required in connection with the creation, offer, issue and allotment of the Non-Convertible Cumulative Redeemable Preference shares and giving effect to this resolution including filing relevant forms with the Registrar of Companies.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more officers of the Company as it may deem fit to give effect to this resolution."

By order of the Board of Directors of **Cravatex Limited**

Sd/-

Rajesh Batra

Chairman & Managing Director

DIN: 00020764

Address: 9A- Sunita, Ridge Road, Malabar Hills, Mumbai - 400006

Date: 12th February 2016

Place: Mumbai

CIN: L93010MH1951PLC008546

Registered office:

Sahas, 4th Floor, 414/2 Veer Savarkar Marg, Prabhadevi, Mumbai - 400025

NOTES:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed Special Businesses is appended herein.
- 2. In compliance with the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching postal ballot form. Voting by electronic mode is more convenient means of exercising the voting rights and may help to increase the Members' participation in the decision-making process. It may be noted that e-voting is optional.
- 3. The postal ballot notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL), as on Record date i.e. Friday, 26th February 2016.
- 4. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member/Beneficial Owner as on Record Date i.e. Friday, 26th February 2016.
- 5. The Company has appointed Mr. Hemanshu L. Kapadia (FCS: 3477), Proprietor of M/s. Hemanshu Kapadia and Associates, Practising Company Secretaries, Mumbai, as the Scrutinizer for conducting the postal ballot process (including e-voting process).
- 6. A Member desiring to exercise vote by E-voting or Physical postal ballot form, is requested to carefully read the instructions printed on the postal ballot form and in the Postal Ballot Notice, as applicable, and cast their votes in electronic mode/return the duly completed form in the attached self-addressed business reply envelope so as to reach the scrutinizer at M/s. Hemanshu Kapadia & Associates, Practising Company Secretaries, Office No.12, 14th Floor, Navjivan Commercial Premises Co-op. Society, Building No.3, Lamington Road, Mumbai Central, Mumbai 400008 on or before Saturday, 2nd April 2016 by 5.00 p.m. (IST). The postal ballot received after that will be treated as if the reply from the member has not been received. The e-voting module shall also be disabled by NSDL for voting thereafter.
- 7. Members can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. If any Member opts for voting by electronic mode, then he/she should not vote by physical ballot also and vice versa. However, in case Member(s) cast vote, both by physical ballot and by electronic mode, then voting done by electronic mode will prevail and voting by physical ballot will be invalid. For this purpose, the Company has signed an agreement with the National Securities Depository Limited ("NSDL") facilitating e-voting.
- 8. In compliance with the provisions of Sections 101, 108, 110 and all other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and all other applicable rules made under the Act, the Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail addresses with the Depository Participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For Members, whose e-mail IDs are not registered, physical copies of the Postal Ballot Notice along with Form are being sent by permitted mode, along with a self-addressed postage prepaid Envelope. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot form from the link https://www.evoting.nsdl.com or from the 'Investors' Section on the Company's website www.cravatex.com.
- As per Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of notice and Postal Ballot Form to the Shareholders will be published in at least one english language and one vernacular language newspaper.
- 10. The Postal Ballot notice is also available on the Company's website viz., www.cravatex.com and website of NSDL i.e. https://www.evoting.nsdl.com.
- 11. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a general meeting of the Members. The Ordinary Resolution shall be declared as passed if the number of votes cast in favour is more than the votes cast against it. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution is not less than three times the number of votes cast against the Special Resolution.
- 12. Members who wish to be present at the time of declaration of the result may do so.
- 13. As per Sections 101 and all other applicable provisions of the Act, read with the rules made under the Act and circulars issued by the Ministry of Corporate Affairs, the Company can now serve/ send various reports,

documents, communications, etc. (hereinafter referred to as 'the Documents') to its members through electronic mode at their e- mail addresses.

- 14. You are requested to carefully read e-voting instructions given in notes to the notice or may visit help section of https://www.evoting.nsdl.com, before casting your vote on e-voting, or e-mail to evoting@nsdl.co.in or contact at 1800 222 990.
- 15. You are also requested to carefully read the instructions printed on postal ballot form and thereafter mark your assent or dissent by filling the necessary details and put your signature at the designated place in the Postal Ballot Form and return the same duly completed (no other form or photocopy permitted), in case of physical voting, in the attached self addressed postage Pre-paid envelope (if posted in India) so as to reach the scrutinizer or cast the votes by electronic mode, as applicable, not later than Saturday, 2nd April 2016 by 5.00 p.m. (IST). Upon completion of the scrutiny of the forms/e-voting, the scrutinizer shall submit his report to the Chairman or any other Director of the Company, if authorised by the Board.
- 16. The Chairman & Managing Director or any Director of the Company or any other person authorized by the Board of the Company will announce the result of postal ballot on Wednesday, 6th April 2016 at 11.00 a.m. at the Registered Office of the Company. The said results would be displayed at the notice board of the Registered Office of the Company and communicated to the Stock Exchanges on which the Company's Equity Shares are listed. The result will also be displayed on the website of the Company at www.cravatex. com for the information of the Members. The date of receipt of duly completed postal ballot forms or e-voting i.e. Saturday, 2nd April 2016 will be considered as the last date of passing of the resolutions, if approved by the requisite majority.
- 17. Accordingly, notice is being sent to the Members of the Company whose name appears in the Register of Members / list of Beneficial Owners as on Record Date i.e. Friday, 26th February 2016, for seeking their approval by way of passing following resolutions as Ordinary/ Special Resolutions through Postal Ballot, together with the Explanatory Statements as required under section 102(1) of the Companies Act, 2013, setting out the material facts and reasons for the Resolutions, along with a Postal Ballot Form ("Form") for your consideration.
- 18. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail id with their depository participants, in respect of electronic holdings. Members holding shares in physical form are requested to kindly register their e-mail addresses with the Company's Registrar and Transfer Agents (R&TA), viz. Sharepro Services (India) Pvt. Ltd., 13, AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai-400072.

Members are requested to furnish/ update the details of their address, e-mail address, bank account details, relevant information for availing various approved/ permissible modes of electronic funds transfer facilities viz. Electronic Clearing Services (ECS), National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), etc.:

- to their depository participants in respect of their shareholdings in electronic (dematerialized) form;
- to R&TA, in respect of their shareholdings in physical form, quoting their folio numbers.

The instructions for Members for e - voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "evoting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
 - (iii) Click on Shareholder Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Cravatex Limited".
 - (viii) Now you are ready for e-voting as Cast Vote page opens.

- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to hemanshu@hkacs.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email Ids are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl. com
- (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (v) The e-voting period commences on Friday, 4th March 2016 and ends on Saturday, 2nd April 2016 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 Friday, 26th February 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The Preference shares referred to in the resolution at Item No. 3, will result in increase in paid-up capital of the Company. The Company therefore proposes to increase its authorised share capital. As per section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the authorized share capital of the Company. Therefore, it is proposed to increase authorised share capital from Rs.5 Crores divided into 48,50,000 (Forty Eight Lacs and Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten Only) each and 15,000 (Fifteen Thousand) 9.5% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees Hundred Only) each to Rs. 15 Crores divided into 48,50,000 (Forty Eight Lacs and Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten Only) each and 1,01,50,000 (One Crore One Lac and Fifty Thousand) Preference shares of Rs. 10/- (Rupees Ten Only) each i.e. by reclassifying and increasing the existing 15,000 (Fifteen Thousand) 9.5% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees Hundred Only) each into 1,01,50,000 (One Crore One Lac and Fifty Thousand) Preference shares of Rs. 10/- (Rupees Ten Only) each into 1,01,50,000 (One Crore One Lac and Fifty Thousand) Preference shares of Rs. 10/- (Rupees Ten Only) each.

Consequent to increase in the authorised share capital, it is necessary to change the existing capital clause of the Memorandum of Association of the Company.

Copy of the Memorandum and Articles of Association of the Company is available for inspection during business hours on all working days at the registered office of the Company.

Mr. Rajesh Batra, Chairman and Managing Director, Mr. Rajiv Batra, Director, and their relatives being the proposed allottees, are interested in the resolution. Other than this, there is no financial interest of the Directors or Key Managerial Personnel of the Company in the said resolutions except to the extent of their shareholding. Thus, there is no such disclosure required under the clause a (i), (ii) and (iii) or (b) of sub section 1 of Section 102 of the Companies Act, 2013.

The Board of Directors accordingly recommends the Ordinary Resolution as set out at Item No.1 of the accompanying notice for the approval of the Members.

Item No. 2:

The existing Articles of Association are in line with the erstwhile Companies Act, 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on 12th February 2016 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company. Your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m.

None of the Directors, Key Managerial Personnel of the Company and their relatives are interested financially or otherwise in the said resolution.

The Board of Directors recommends the passing of the Special Resolution set out in the Item No. 2 of the accompanying notice for the approval of the Members.

Item No. 3:

The Board of Directors at its meeting held on 12th February 2016, had, subject to the approval of the Shareholders by way of a Special Resolution, proposed the offer and issuance of 90,00,000 4% Non – Convertible Cumulative Redeemable Preference shares of Rs. 10/- each, aggregating to Rs.9,00,00,000/- at par, on private placement basis.

Section 55 of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ('Rules') framed there under, inter alia, requires a company to obtain the prior approval of the Shareholders, by way of a Special Resolution for issuance of preference shares.

Mr. Rajesh Batra, Chairman and Managing Director, Mr. Rajiv Batra, Director, and their relatives being the proposed allottees, are interested in the resolution. Other than this, there is no financial interest of the Directors or Key Managerial Personnel of the Company in the said resolutions except to the extent of their shareholding. Thus, there is no such disclosure required under the clause a (i), (ii) and (iii) or (b) of sub section 1 of Section 102 of the Companies Act, 2013.

Pursuant to Rule 9 (3) of the Companies (Share Capital and Debentures) Rules, 2014, and the disclosure relating to the issue is as under:

- i. Objects of the issue: To augment the capital base and to meet the long term financial requirements of the Company
- ii. Total number of shares to be issued and its type: 90,00,000 4% Non Convertible Cumulative Redeemable Preference shares of Rs. 10/- each at par aggregating to Rs. 9,00,00,000/-.
- iii. Price at which allotment is proposed: Rs.10/- at par on private placement basis.
- iv. Basis on which the price has been arrived at: Since the issue is of Non Convertible Cumulative Redeemable Preference shares, the requirement of valuation is not mandatory. Therefore, no valuer has been appointed. The Board of Directors have decided to issue the said preference shares at par.
- v. Shareholding Pattern: Consequent to the issue of preference shares, the control of the Company shall not change. The current shareholding pattern of the Company is as follows:

Sr. No.	Category		
		No. of equity shares held as on 29/01/2016	% of shareholding
A.	Promoters holding:		
1.	Indian:		
	Individual	16,540	00.64
	Bodies Corporate including Government Company	19,21,580	74.36
	Sub-Total	19,38,120	75.00

2.	Foreign Promoters		
	Sub-Total (A)	19,38,120	75.00
B.	Non-Promoters' holding:		
1.	Institutional Investors		
2.	Non-Institution:		
	Private Corporate Bodies	22,673	0.88
	Directors and Relatives	2,560	0.10
	Indian Public	6,12,626	23.70
	Other (including NRIs)	8,181	0.32
	Sub Total (B)	6,46,040	25.00
	GRAND TOTAL	25,84,160	100.00

- vi. Manner of issue of shares: The shares are issued on private placement basis
- vii. Terms of issue, including terms and rate of dividend on each share: The shares are issued on private placement basis to the promoters at a dividend of 4%.
- viii. Terms of redemption: The preference shares shall be redeemed within 20 years from date of issue thereof at the discretion of the Company.
- ix. Manner and mode of redemption: In terms of Section 55 of the Companies Act, 2013.
- x. Other Disclosures: The Company is proposing to issue preference shares to selective group of investors and a Company in which promoters are interested, as per the details given earlier. Further as per the understanding with the proposed allottees, the preference shares shall not be listed on any of the Stock Exchanges.

The Board of Directors recommends the passing of the Special Resolution set out in the Item No. 3 of the accompanying notice for the approval of the Members.

By order of the Board of Directors of

Cravatex Limited

Sd/-

Rajesh Batra

Chairman & Managing Director

DIN: 00020764

Address: 9A- Sunita, Ridge Road, Malabar Hills, Mumbai - 400006

Date: 12th February 2016

Place: Mumbai

CIN: L93010MH1951PLC008546

Registered office:

Sahas, 4th Floor, 414/2 Veer Savarkar Marg, Prabhadevi, Mumbai - 400025

Encl.: 1) Postal Ballot Form

2) Self Addressed Postage pre-paid envelope.