

**NOTICE OF ANNUAL GENERAL MEETING****NOTICE**

NOTICE is hereby given that the 73<sup>rd</sup> (Seventy Third) Annual General Meeting of the Members of CRAVATEX LIMITED ("Company") will be held on Wednesday, 6<sup>th</sup> August, 2025 at 3.30 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the business as mentioned below. The venue of the meeting shall be deemed to be at the Registered Office of the Company at 1<sup>st</sup> Floor, Godrej Bhavan, 4A Home Street, Charanjit Rai Marg, Fort, Mumbai - 400 001.

**ORDINARY BUSINESS**

1. To consider and adopt:
  - (a) the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 including Audited Balance Sheet as at 31<sup>st</sup> March, 2025 and the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date together with Reports of the Board of Directors and Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 including Audited Balance Sheet as at 31<sup>st</sup> March, 2025 and the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date together with Reports of the Auditors thereon.
2. To declare a final dividend of Rs.12.50 per equity share i.e. 125% for the financial year ended 31<sup>st</sup> March, 2025.
3. To appoint a Director in place of Mr. Rohan Batra (DIN 02574195) who retires by rotation and, being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

4. **To appoint Ms. Rina Suresh Deora (DIN 00774812) as a Non-executive Independent Director.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Rina Suresh Deora (DIN 00774812) who, based on recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Independent Director w.e.f. 20<sup>th</sup> May, 2025 by the Board of Directors of the Company, and who meets the criteria for independence as required under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for first term of 5 (five) consecutive years w.e.f. 20<sup>th</sup> May, 2025 to 19<sup>th</sup> May, 2030;

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby singly authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution."

By Order of the Board of Directors  
For **Cravatex Limited**

**Sudhanshu Namdeo**  
Company Secretary and  
Compliance Officer  
Membership No. A17132

Place : Mumbai  
Dated : 19<sup>th</sup> May, 2025

CIN : L93010MH1951PLC008546

**Registered Office:**

1<sup>st</sup> Floor, Godrej Bhavan  
4A Home Street, Charanjit Rai Marg  
Fort, Mumbai – 400 001  
Tel No.: +91 22 66667474  
Email: investors@cravatex.com  
Website: <http://cravatex.com/>

## NOTICE OF ANNUAL GENERAL MEETING

### NOTES

1. The Ministry of Corporate Affairs ("MCA") vide its general circular no.9/2024 dated 19<sup>th</sup> September, 2024 read with general circular no.20/2020 dated 5<sup>th</sup> May, 2020, general circular no.02/2022 dated 5<sup>th</sup> May, 2022, general circular no.10/2022 dated 28<sup>th</sup> December, 2022 and general circular no.09/2023 dated 25<sup>th</sup> September, 2023 ("MCA Circulars") and SEBI vide its circular dated 3<sup>rd</sup> October, 2024 ("SEBI Circular") permitted the holding of the 73<sup>rd</sup> Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility.
2. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. A statement giving the details of the Director seeking appointment/re-appointment under Item No.3 and 4 of the accompanying Notice, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in annexure attached herewith.
4. SEBI vide its notification dated 24<sup>th</sup> January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form.

Members may also note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company and the Registrar and Transfer Agents. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Members may also note that SEBI vide Circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated 31<sup>st</sup> July, 2023 (updated as on 4<sup>th</sup> August, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same.

'SWAYAM' is a secure, user-friendly web-based application, developed by "Link Intime India Pvt Ltd.", our Registrar and Share Transfer Agents, that empowers Members to effortlessly access following services:

- Effective Resolution of Service Request -Generate and Track Service Requests/Complaints through SWAYAM.
- Features - A user-friendly GUI.
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments - Provides access to linked PAN accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal - for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements – View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

The application can be accessed at <https://swayam.in.mpms.mufg.com/>. Members are requested to get registered and have first-hand experience of the portal.

SEBI Circular mandates all listed companies to record PAN, Postal Address with PIN code, Mobile Number, Bank Account Details, Specimen Signature and Nomination of holders of physical securities. In case of non-updation of said KYC details, the payment of dividend through electronic mode shall be processed only upon receipt of said KYC details.

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5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 31<sup>st</sup> July, 2025 to Wednesday, 6<sup>th</sup> August, 2025 (both days inclusive) for taking record of the Members of the Company for the purpose of AGM and determining the names of the Members eligible for payment of final dividend on equity shares for the financial year 2024-25, if declared at the AGM.
6. The Register of Directors and Key Managerial Personnel and their Shareholding, under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, under Section 189 of the Act, will be available electronically for inspection by the Members without any fee from the date of despatch of the Notice up to the date of AGM, i.e. Wednesday, 6<sup>th</sup> August, 2025 on emailing to [investors@cravatex.com](mailto:investors@cravatex.com).
7. The dividend on Equity Shares, if declared at the Annual General Meeting, will be paid on or after Wednesday, 6<sup>th</sup> August, 2025 to Members whose names appear on the record of Depositories [National Securities Depository Limited and Central Depository Services (India) Limited] on Wednesday, 30<sup>th</sup> July, 2025 (for shares held in demat mode) and in the Register of Members of the Company (for shares held in physical mode) updated as on Wednesday, 30<sup>th</sup> July, 2025. The dividend will be paid to the Members within the stipulated time.
8. Members are requested to immediately notify any change in their name, registered address, email id, telephone/mobile numbers, permanent account number (PAN), nominations, power of attorney, bank mandate viz. name and address of the branch of the bank, MICR code of the branch, account number with blank cancelled cheque to their Depository Participant (DP) quoting their Client IDs in case of shares held in demat form and to the Registrars and Share Transfer Agents of the Company quoting their Folio Number in case of shares held in physical form. Members whose shares are in physical form are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 7 days before the Annual General Meeting through email on [investors@cravatex.com](mailto:investors@cravatex.com). The same will be replied by the Company suitably.
10. Unclaimed dividends for the financial year ended 31<sup>st</sup> March, 2018 shall be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government in terms of the provisions of Section 124 of the Companies Act 2013 in financial year 2025-26. Those members who have so far not encashed the dividend(s) from the financial year ended 31<sup>st</sup> March, 2018 till the financial year ended 31<sup>st</sup> March, 2024 are requested to approach the Registrars and Share Transfer Agents of the Company for payment.

In terms of the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the information in respect of the unclaimed dividends as on the date of the 72<sup>nd</sup> Annual General Meeting (AGM) held on 6<sup>th</sup> August, 2024, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and also under the "Investors Section" on the website of the Company viz. <http://cravatex.com/>.

11. In case of Members holding shares in physical form in terms of Section 72 of the Act read with the applicable Rules made therein, every holder of shares in the Company may at any time nominate, cancel or modify in the prescribed manner (Form No. SH-13/SH-14), a person to whom his/her shares in the Company shall vest, in the event of his/her death. The duly filled in Nomination Form shall be sent to the Registrar and Share Transfer Agents at the above mentioned address by the Members holding shares in physical mode.

In case of Members holding shares in electronic form they may contact their respective Depository Participants for availing the nomination facility.

12. In compliance with the MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Depository Participant (DP)/Registrar & Share Transfer Agents. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website <http://cravatex.com/>, website of the Stock Exchange i.e. BSE Limited at <http://bseindia.com/> and on the website of NSDL <https://evoting.nsdl.com/>. Members who have not registered their email address so far are requested to register their e-mail address with the Depository Participant (DP)/Registrar & Share Transfer Agents of the Company for receiving all communications from the Company electronically. In case you have not registered your email id with the Company / Depository Participant please access the link [https://web.in.mpms.mufig.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufig.com/EmailReg/Email_Register.html) to temporarily register your email id for obtaining Annual Report 2024-25 and e-voting login details therein.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Members w.e.f. 1<sup>st</sup> April, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with the Registrar and Share Transfer Agents (in case of shares held in physical mode) and with Depository Participant (in case of shares held in demat mode).

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A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by Wednesday, 30<sup>th</sup> July, 2025 to the Registrar and Share Transfer Agents by accessing the link <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html>. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident Members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by Wednesday, 30<sup>th</sup> July, 2025 to the Registrar and Share Transfer Agents by accessing the link <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html>.

15. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction of first come first served basis.
16. Since the AGM will be held through VC / OAVM, the Route Map is not being annexed to this Notice.
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Secretarial Standard on General Meetings (SS2), MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
18. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
19. The remote e-voting period commences on Sunday, 3<sup>rd</sup> August, 2025 (9:00 a.m. IST) and ends on Tuesday, 5<sup>th</sup> August, 2025 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 30<sup>th</sup> July, 2025 i.e. cut-off date, may cast their vote electronically.  
  
The e-voting module shall be disabled by NSDL for voting after the above stated ending time on that date. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.  
  
Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://evoting.nsdl.com/> under Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
20. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, 30<sup>th</sup> July, 2025.
21. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Wednesday, 30<sup>th</sup> July, 2025 only shall be entitled to avail the facility of remote e-voting as well as attending and e-voting at the AGM.
22. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Wednesday, 30<sup>th</sup> July, 2025, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) with a copy marked to [investors@cravatex.com](mailto:investors@cravatex.com).

However, if the person is already registered with NSDL for remote e-voting then the person can use the existing User ID and password for casting the vote.

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23. The Instructions for Members for Remote E-Voting are as under:

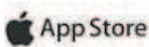
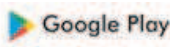


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

### Step 1: Access to NSDL e-Voting system

#### (A) Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> </ol>

## NOTICE OF ANNUAL GENERAL MEETING

Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Members (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 – 4886 7000.
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911



## NOTICE OF ANNUAL GENERAL MEETING

- (B) Login Method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
(a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
(b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
(c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company, For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Members other than Individual Members are given below:

- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those Members whose email ids are not registered.

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6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - (a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **24. General Guidelines for Members**

1. Institutional Members (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [hemanshu@hkacs.com](mailto:hemanshu@hkacs.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)



**NOTICE OF ANNUAL GENERAL MEETING**

25. The process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:
1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@cravatex.com](mailto:investors@cravatex.com).
  2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@cravatex.com](mailto:investors@cravatex.com). If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode.
  3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
26. The instructions for Members for E-Voting on the day of AGM are as under:
1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  2. Only those Members/ Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
  3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
  4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
27. The instructions for Members for attending the AGM through VC/OAVM are as under:
1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Members who would like to express their views/have questions may send their questions at least 7 days in advance mentioning their name demat account number/folio number, email id, mobile number by email at [investors@cravatex.com](mailto:investors@cravatex.com).
  6. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

## 73RD ANNUAL REPORT

### NOTICE OF ANNUAL GENERAL MEETING

28. Mr. Hemanshu Kapadia (FCS: 3477 and CP: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, Mumbai has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
29. The Chairman shall, at the AGM, allow voting with the assistance of scrutinizer, through e-voting facility as provided by NSDL for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
30. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company <http://cravatex.com/> and on the website of NSDL <https://evoting.nsdl.com/> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By Order of the Board of Directors  
For **Cravatex Limited**

**Sudhanshu Namdeo**  
*Company Secretary and  
Compliance Officer*  
Membership No. A17132

Place : Mumbai  
Dated : 19<sup>th</sup> May, 2025

CIN : L93010MH1951PLC008546

**Registered Office:**

1st Floor, Godrej Bhavan  
4A Home Street, Charanjit Rai Marg  
Fort, Mumbai – 400 001  
Tel No.: +91 22 66667474  
Email: [investors@cravatex.com](mailto:investors@cravatex.com)  
Website: <http://cravatex.com>

**NOTICE OF ANNUAL GENERAL MEETING****EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 4**

The Board of Directors on 19<sup>th</sup> May, 2025, on recommendation of the Nomination and Remuneration Committee, approved the appointment of Ms. Rina Suresh Deora (DIN 00774812) as an Additional Independent Director (Non-executive) of the Company, not liable to retire by rotation, to hold office for first term of 5 (five) consecutive years w.e.f. 20<sup>th</sup> May, 2025 to 19<sup>th</sup> May, 2030, subject to the approval of Members of the Company.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 ("Act") and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). She has also given her consent to act as a Non-executive Independent Director ("Independent Director") of the Company, if so appointed by the Members. In the opinion of the Board, Ms. Deora fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management.

The Company has also received her consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified in accordance with Section 164 of the Act.

Details of Ms. Deora are provided in the "Annexure" to the notice pursuant to the provisions of (i) the SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of the draft letter for appointment of Mr. Deora as an Independent Director setting out terms and conditions and documents referred to in this notice / explanatory statement would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours (9:30 am to 6:00 pm) on all working days or emailing to [investors@cravatex.com](mailto:investors@cravatex.com) from their registered e-mail address upto the conclusion of e-voting.

In the opinion of the Board, Ms. Deora fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board also held that Ms. Deora's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Ms. Deora is eligible for appointment as an Independent Director.

As per the requirement of the circular no.LIST/COMP/14/2018-19 dated June 20, 2018 from the stock exchange, Nomination and Remuneration Committee and the Board, while considering the appointment of Ms. Deora, have verified that she is not debarred from holding the office of a Director pursuant to any SEBI order. Accordingly, the Company affirms that Ms. Deora is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to avail services of Ms. Deora as an Independent Director. Accordingly, in compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of the SEBI Listing Regulations, the Board recommends passing of the Special Resolution for appointment of Ms. Deora as an Independent Director for first term of five consecutive years with effect from 20<sup>th</sup> May, 2025 to 19<sup>th</sup> May, 2030, for the approval by the Members of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

Except Ms. Deora being an appointee and her relatives, none of the other Directors or Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.4 of the Notice.

This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

By Order of the Board of Directors  
For **Cravatex Limited**

**Sudhanshu Namdeo**  
*Company Secretary and*  
*Compliance Officer*  
Membership No. A17132

Place : Mumbai

Dated : 19<sup>th</sup> May, 2025

CIN : L93010MH1951PLC008546

***Registered Office:***

1st Floor, Godrej Bhavan

4A Home Street, Charanjit Rai Marg

Fort, Mumbai – 400 001

Tel No.: +91 22 66667474

Email: [investors@cravatex.com](mailto:investors@cravatex.com)

Website: <http://cravatex.com/>

## NOTICE OF ANNUAL GENERAL MEETING

### ANNEXURE TO NOTICE

Details of Directors seeking re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2).

Name of the Director	Mr. Rohan Batra	Ms. Rina Suresh Deora
DIN	02574195	00774812
Age	38 years	59 years
Qualifications	Graduated in Management and Systems Science with a First Class Honors Degree from Cass Business School, City University, London. MSc Global Masters from London School of Economics.	B. Com from Bombay University and Diploma in Journalism from Bombay College of Journalism, Mumbai
Nationality	Indian	Indian
Experience/Expertise	<p>Mr. Rohan Batra has been actively involved in creating a centralised group support infrastructure and information technology backbone. He also is part of the planning for group strategy, financial planning and new business development. He has extensive experience in handling business operations. His expertise is mainly in the area of products and marketing.</p>	<p>Ms. Rina Suresh Deora is presently a Director at Bombay Ampoules Private Limited. She is a Trustee at the NGO KARM which supports Pathological Labs and Women Empowerment and is the Owner of Elite Auto House.</p> <p>The other associations and achievements of Ms. Rina Suresh Deora are as follows:</p> <ul style="list-style-type: none"> <li>● associated with Red Cross Adams Wylie Physio Rehab Centre.</li> <li>● on the Balloting Committee of the Bombay Gymkhana and have been on the Managing Committee for over 6 years, in which she has been the only woman member serving on the Committee for the past 6 years.</li> <li>● founded the Bombay Gymkhana's Annual Christmas Bazaar. The Bazaar's goal is to support women entrepreneurs and local non-profits. Today, this annual market is in seventh year running and is growing exponentially.</li> <li>● an active Member of the India China Chamber of Commerce and Industry.</li> <li>● on the IBC International Business Committee IMC Main Wing.</li> <li>● chairperson of the Business and News Worthy Committee, Health and Holistic Committee.</li> <li>● member of Amchi Mumbai Safe Mumbai Committee Ladies Wing IMC.</li> <li>● member of The Rotary Club of Bombay and Chairperson from 2023-26.</li> <li>● member of FICCI FLO</li> <li>● on the Executive Committee of Cathedral and John Connon School, Mumbai.</li> </ul>

# 73RD ANNUAL REPORT

## NOTICE OF ANNUAL GENERAL MEETING

Terms and Conditions of Appointment / Reappointment	To be re-appointed as a Director liable to retire by rotation.	To be appointed as an Independent Director of the Company for first term of 5 (five) consecutive years w.e.f. 20 <sup>th</sup> May, 2025 to 19 <sup>th</sup> May, 2030
Remuneration last drawn for the financial year 2024-25	Sitting Fees of Rs.1,20,000/- for Board Meetings	N.A.
Remuneration proposed to be paid	Rs.40,000/- sitting fees for each Board Meeting and upto Rs.20,000 for each Committee Meeting or such as may be approved by the Board from time to time.	Rs.40,000/- sitting fees for each Board Meeting and upto Rs.20,000 for each Committee Meeting or such as may be approved by the Board from time to time.
Date of first appointment on the Board	01/04/2020	20/05/2025
Shareholding in the Company	10 Equity Shares of Rs.10/- each	Nil
Relationship with other Directors/ Key Managerial Personnel	Son of Mr. Rajesh Batra, Chairman and Managing Director of the Company.	None
No. of Board Meetings attended during the Financial Year 2024-25	3/4	N.A.
Directorships of other Companies	1. R.B. Fitness and Trading Pvt. Limited 2. RKB Trading Private Limited 3. Crav Apparels Private Limited	1. Bombay Ampoules Private Limited 2. Deo Credit Capital Private Limited
Membership / Chairmanship of Committees of other Companies	None	None

By Order of the Board of Directors  
For **Cravatex Limited**

**Sudhanshu Namdeo**  
Company Secretary and  
Compliance Officer  
Membership No. A17132

Place : Mumbai  
Dated : 19<sup>th</sup> May, 2025

CIN : L93010MH1951PLC008546

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