

REPORT ON CORPORATE GOVERNANCE
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1. Philosophy on Code of Governance

Fair, transparent and ethical practices are signs of a healthy corporate governance of a successful company. Every company strives to achieve excellence in all aspects of a business. Helping employees succeed by providing necessary support, feedback and build teams that collaborate and contribute to their's as well as the company's success . While the company believes and practices all these healthy corporate values, company's philosophy on corporate governance ensures accountability, ethical corporate behavior and fairness to all stakeholders which include regulators, customers, vendors investors and employees. The Board ensures compliance of all mandatory and regulatory provisions of corporate governance.

2. Board of Directors
Composition/Category of Directors, Attendance, No. of Board/Committees No. of Shares as on 31st March, 2024

Directors	Designation	Board Meetings		Last AGM Attended	No. of Other Directorships ¹	Member of Committees/ (Chairman) ²	No. of Equity Shares
		Held	Attended				
<u>Executive Directors:</u>							
Mr. Rajesh Batra (Chairman)	Managing Director	4	4	Yes	5 (chairman of 1)	6 (chairman of 1)	70 ³
Mr. Divakar G. Kamath	Executive Director & CFO	4	4	Yes	0	0	0
<u>Non Executive Directors:</u>							
Dr. S. D. Israni ⁴	Independent Director	3	2	Yes	0	0 (chairman of 1)	0
Mr. N. Santhanam ⁵	Independent Director	4	4	Yes	0	1 (chairman of 1)	0
Mrs. Pheroza Jimmy Bilimoria	Independent Director	4	4	Yes	0	2	0
Mr. Satyan Shivkumar Israni ⁶	Independent Director	1	1	N.A.	3	2 (chairman of 1)	0
Mr. Nakul Toshniwal ⁷ Shivkumar Israni ⁶	Independent Director	0	0	N.A.	1	1	0
Mr. Rohan Batra	Director	4	3	Yes	1	0	10

1 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.

2 includes audit committee & stakeholders relationship committees of public companies.

3 includes 20 equity shares each held on behalf of partnership firm and trust.

4. ceased w.e.f. 31st January, 2024.

5. ceased w.e.f. 31st March, 2024.

6. appointed w.e.f. 12th February, 2024.

7. appointed w.e.f. 15th February, 2024.

REPORT ON CORPORATE GOVERNANCE

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

Names of other listed entities in which Director is also a Director and the category of Directorship as on 31st March, 2024 are as follows:

Name of the Director	Name of the Other Listed Entity	Category of Directorship
Mr. Rajesh Batra	Naperol Investments Limited	Independent Director
	The Bombay Burmah Trading Corporation Limited	Independent Director
	The Bombay Dyeing and Manufacturing Co. Ltd.	Independent Director
Mr. N. Santhanam	N.A.	N.A.
Mrs. Pheroza Jimmy Bilimoria	N.A.	N.A.
Mr. Satyan Shivkumar Israni	Advani Hotels and Resorts (India) Limited	Independent Director
Mr. Nakul Toshniwal	GMM Pfaudler Limited	Independent Director
Mr. Divakar G. Kamath	N.A.	N.A.
Mr. Rohan Batra	N.A.	N.A.

The Company held 4 (four) Board Meetings during the Financial Year 2023-24. These were on 26th May, 2023, 14th August, 2023, 9th November, 2023 and 14th February, 2024.

Details of familiarization programmes imparted to the Independent Directors are available at the weblink <http://cravatex.com/investor-relations/familiarisation-programmes.pdf>.

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

Skills	Rajesh Batra	S.D. Israni	N. Santhanam	Pheroza Jimmy Billimoria	Satyan S. Israni	Nakul Toshniwal	Divakar G. Kamath	Rohan Batra
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 meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and are independent of the management of the Company.

Dr. S.D. Israni (DIN 00125532) ceased to be an Independent Director of the Company with effect from 31st January, 2024 consequent to his resignation due to his advanced age and ill-health. Dr. Israni has confirmed that there is no material reasons for his resignation other than those provided. Except, Dr. Israni, none of the Independent Directors have resigned before the expiry of their tenure during the financial year ended 31st March, 2024.

REPORT ON CORPORATE GOVERNANCE

There are no convertible instruments issued by the Company and hence none of the Directors hold any convertible instruments.

3. Audit Committee

The Audit Committee is formed in terms of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(a) Terms of Reference

The role and terms of reference of the Audit Committee include oversight of financial reporting process, 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, approve policies in relation to the implementation of Insider Trading Code and supervise its implementation and other matters specified under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

(b) Composition

The Audit Committee consists of the following Non-executive Directors during the financial year 2023-24:

- (1) Mr. N. Santhanam (Chairman), Independent Director (*upto 31st March, 2024*)
- (2) Dr. S.D. Israni, Independent Director (*upto 31st January, 2024*)
- (3) Mrs. Pheroza Jimmy Bilimoria, Independent Director and
- (4) Mr. Satyan Shivkumar Israni, Independent Director (*w.e.f. 12th February, 2024*)

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 during the Financial Year 2023-24. These were held on 26th May, 2023, 14th August, 2023, 9th November, 2023 and 14th February, 2024. The details of attendance of the Audit Committee Members during the financial year 2023-24 are given below:

Name	No. of Meetings Held	No. of Meetings Attended
Mr. N. Santhanam	4	4
Dr. S. D. Israni	3	2
Mrs. Pheroza Jimmy Bilimoria	4	4
Mr. Satyan Shivkumar Israni	1	1

4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is constituted in terms of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(a) Terms of Reference

Broad terms of reference of the Nomination and Remuneration Committee include recommendation to the Board the set up and composition of the Board and its committees, identification of persons who are qualified to become directors and who may be appointed in KMP/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 and recommend to the Board the remuneration Policy for Directors, KMP/senior management personnel and other employees.

REPORT ON CORPORATE GOVERNANCE

(b) Composition

The Nomination and Remuneration Committee consists of the following Non-executive Directors during the financial year 2023 – 24:

- (1) Dr. S.D. Israni (Chairman), Independent Director (*upto 31st January, 2024*)
- (2) Mr. N. Santhanam, Independent Director (*upto 31st March, 2024*)
- (3) Mrs. Pheroza Jimmy Bilimoria, Independent Director and
- (4) Mr. Satyan Shivkumar Israni, Independent Director (*w.e.f. 12th February, 2024*)

(c) Number of Meetings and Attendance

The Company held 1 (one) Nomination and Remuneration Committee Meeting on 14th February, 2024 which was attended by all the Committee Members.

(d) Performance Evaluation

The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration Committee. The Board monitors and reviews 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 performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration 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 Members 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 and the outcome.

5. Stakeholders Relationship Committee

The Stakeholders Relationship Committee is constituted in terms of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(a) Terms of Reference

Broad terms of reference of the Stakeholders Relationship Committee are to approve and issue/register the transfers and/or transmission of equity shares of the Company, redressal of grievances/complaints of security holders. The Stakeholders Relationship Committee was headed by Dr. S.D. Israni, Non-executive Independent Director, upto 31st January, 2024 and thereafter headed by Mr. Satyan Shivkumar Israni, Non-executive Independent Director of the Company w.e.f. 12th February, 2024.

(b) Composition

The Stakeholders Relationship Committee consists of the following Directors for the financial year 2023 – 24:

- (1) Dr. S.D. Israni – Non-executive Independent Director (Chairman) upto 31st January, 2024
- (2) Mr. Satyan Shivkumar Israni – Non-executive Independent Director (Chairman) w.e.f. 12th February, 2024
- (3) Mrs. Pheroza Jimmy Bilimoria – Non-executive Independent Director and
- (4) Mr. Rajesh Batra – Managing Director

REPORT ON CORPORATE GOVERNANCE

(c) Compliance Officer

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

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

There were no investor complaints received during the financial year 2023 – 24. There were no unresolved complaints and no complaints were pending at the end of the Financial Year ended 31st March, 2024.

(e) Number of Meetings and Attendance

The Company held 1 (one) Stakeholders Relationship Committee Meeting on 14th February, 2024 during the financial year 2023 – 24 which was attended by all the Committee Members.

5A. Risk Management Committee

The provisions of Regulation 21 of SEBI (LODR) for constitution of Risk Management Committee, determined on the basis of market capitalisation as at the end of the immediate previous financial year, are not applicable to the Company.

5B. Senior Management

The Senior Management consists of Mr. Sudhanshu Namdeo, Company Secretary and Compliance Officer and Mr. Divakar G. Kamath. Executive Director and CFO. There is no change in the Senior Management since the close of previous financial year.

6. Remuneration of Directors

The Non-executive Directors are paid remuneration by way of sitting fees. Details of sitting fees paid to the Non-executive Directors during the financial year 2023 – 24 are given below:

Name	Sitting Fees (Rs.)
Dr. S. D. Israni (<i>upto 31/01/2024</i>)	80,000/-
Mr. N. Santhanam (<i>upto 31/03/2024</i>)	1,60,000/-
Mr. Satyan Shivkumar Israni (<i>w.e.f. 12/02/2024</i>)	40,000/-
Mrs. Pheroza Jimmy Bilimoria	1,60,000/-
Mr. Rohan Batra	1,20,000/-

Details of sitting fees paid to the Audit Committee Members during the financial year 2023 – 24 are given below:

Name	Sitting Fees (Rs.)
Mr. N. Santhanam	80,000/-
Dr. S. D. Israni (<i>upto 31/01/2024</i>)	40,000/-
Mrs. Pheroza Jimmy Bilimoria	80,000/-
Mr. Satyan Shivkumar Israni (<i>w.e.f. 12/02/2024</i>)	20,000/-

REPORT ON CORPORATE GOVERNANCE

Details of sitting fees paid to the Nomination & Remuneration Committee Members during the financial year 2023 – 24 are given below:

Name	Sitting Fees (Rs.)
Mrs. Pheroza Jimmy Bilimoria	20,000/-
Mr. N. Santhanam (upto 31/03/2024)	20,000/-
Mr. Satyan Shivkumar Israni (w.e.f. 12/02/2024)	20,000/-

Details of sitting fees paid to the Stakeholders Relationship Committee Members during the financial year 2023 – 24 are given below:

Name	Sitting Fees (Rs.)
Mr. Satyan Shivkumar Israni (w.e.f. 12/02/2024)	10,000/-
Mrs. Pheroza Jimmy Bilimoria	10,000/-

The appointment of Mr. Rajesh Batra, Managing Director and Mr. Divakar G. Kamath, Executive Director and CFO 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 and Mr. Divakar G. Kamath, Executive Director and CFO during the financial year 2023 – 24 are given below:

(Amount in Rs.)

Name	Basic	HRA	Special Allowance	LTA	Bonus	Total
Mr. Rajesh Batra	21,60,000	3,24,000	95,352	—	16,800	25,96,152
Mr. Divakar G. Kamath	26,00,400	2,04,000	2,16,096	72,000	16,800	31,09,296

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

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. Apart from receiving sitting fees, none of the non-executive Directors or their relatives have any pecuniary relationship or transactions with the Company.

Details of Service Contracts, Notice Period, etc. of all the Directors for the financial year 2023-24:

Directors	Contract Period (Tenure)	Service Contract	Notice Period & Severance Fees
Managing Director	3 years w.e.f. 1 st June, 2022 to 31 st May, 2025	Yes	Six months' notice or six months' salary, in lieu thereof
Executive Director and CFO	3 years w.e.f. 1 st April, 2023 to 31 st March, 2026	Yes	Three months' notice
Non-Executive, Non-Independent Director	None. 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	None
Non-Executive, Independent Director	None. The Non-Executive Independent Directors are appointed for a fixed term of 5 years.	No	None

REPORT ON CORPORATE GOVERNANCE

Independent Directors' Meeting:

As a part of healthy Corporate Governance, as mandated under Schedule IV of the Companies Act 2013 and the Rules thereunder the independent directors met on 8th February, 2024 without the presence of Managing Director, Non- Independent Directors and Management Team. The meeting was attended by all Independent Directors 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 fields 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	04/08/2023	30/08/2022	27/08/2021
Venue	N.A. Through Video Conference / Other Audio Visual Mode of NSDL	N.A. Through Video Conference / Other Audio Visual Mode of NSDL	N.A. Through Video Conference / Other Audio Visual Mode of NSDL
Time	3.30 p.m.	3.30 p.m.	3.30 p.m.

- (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.
No
- (d) Person who conducted the postal ballot exercise?
N.A.
- (e) Whether any Special Resolution is proposed to be conducted through postal ballot this year?
Yes. For appointment of Mr. Satyan Shivkumar Israni and Mr. Nakul Toshniwal as Independent Directors for a period of 5 consecutive years from 12th February, 2024 and 15th February, 2024 respectively.
- (f) Procedure for Postal Ballot:
The procedure for conducting the postal ballot exercise followed by the Company is 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, half yearly and annual financial results are announced as stipulated under Regulation 33 of SEBI (LODR) Regulation 2015.

REPORT ON CORPORATE GOVERNANCE

- (b) Newspapers wherein results published:
Business Standard (in English) and Sakal (in Marathi)
- (c) Any website, where displayed:
<http://cravatex.com/>
- (d) Whether website also displays official news releases: No
- (e) Whether presentations made to institutional investors or to the analysts : No

9. General Shareholder Information

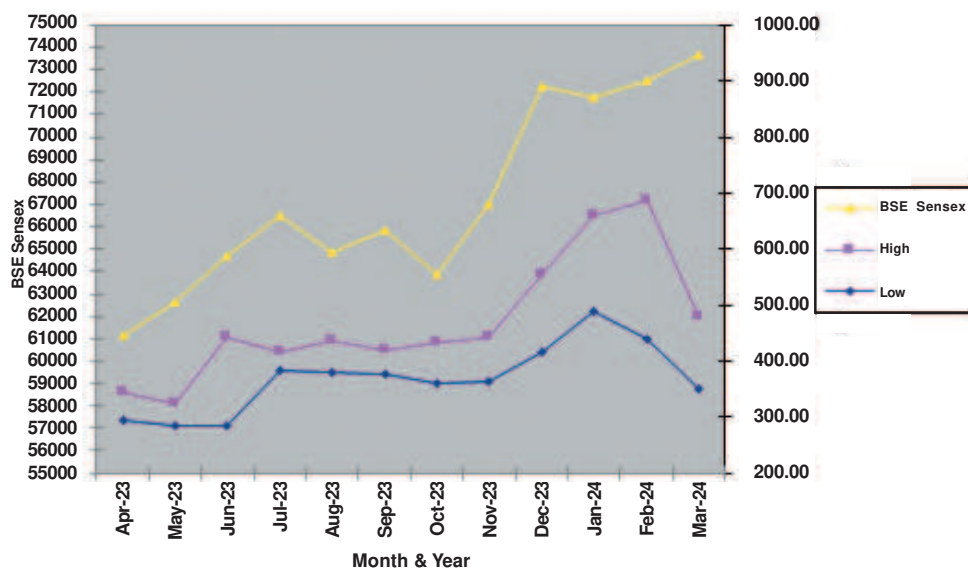
- (a) Annual General Meeting will be held on Tuesday, 6th August, 2024 at 3.30 p.m. through VC/OAVM of NSDL.
- (b) Financial Year : 1st April to 31st March
Annual General Meeting 2023-24 : Tuesday, 6th August, 2024
Results for quarter ending 30th June, 2024 : Second week of August, 2024
Results for quarter ending 30th September, 2024 : Second week of November, 2024
Results for quarter ending 31st December, 2024 : Second week of February, 2025
Results for the year ending 31st March, 2025 : On or Before 30th May, 2025
- (c) Dividend Payment Date : On or before 4th September, 2024
- (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 for financial year 2023-24 to BSE on 29/04/2023.
- (e) Stock Code : 509472
SYMBOL : CRAVATEX
Demat ISIN : INE145E01017
- (f) Market Price Data : High: Rs.686.50 (06/02/2024)
(Financial Year 2023 – 24) Low: Rs.285.00 (29/05/2023 & 05/06/2023)

High, Low and Number of Shares Traded during each month in the financial year 2023-24 on BSE Limited:

Month	High (Rs.)	Low (Rs.)	No. of Shares	No. of Trades	Total Turnover (Rs.)
Apr-23	342.00	293.50	7,334.00	268.00	23,44,062.00
May-23	325.00	285.00	17,677.00	574.00	53,28,718.00
Jun-23	443.00	285.00	1,54,878.00	3,303.00	6,21,02,237.00
Jul-23	417.50	383.20	31,069.00	855.00	1,24,86,503.00
Aug-23	435.00	380.00	33,620.00	757.00	1,37,39,996.00
Sep-23	419.90	375.00	32,015.00	616.00	1,26,05,409.00
Oct-23	434.00	360.00	23,712.00	524.00	91,19,596.00
Nov-23	443.00	365.00	28,718.00	789.00	1,21,08,586.00
Dec-23	555.00	415.00	66,549.00	2,134.00	3,13,52,717.00
Jan-24	660.00	490.00	67,291.00	2,082.00	3,79,37,968.00
Feb-24	686.50	438.00	86,660.00	2,701.00	5,01,54,759.00
Mar-24	479.95	351.00	46,463.00	1,251.00	1,91,38,698.00

REPORT ON CORPORATE GOVERNANCE

(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:

Link Intime India Private Limited
 C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083
 Tel No. : +91 22 49186000
 Fax No.: +91 22 49186060
 Email Id : rnt.helpdesk@linkintime.co.in
 Website : <https://linkintime.co.in/>

(j) Share Transfer System:

98.60% 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.

REPORT ON CORPORATE GOVERNANCE

(k) Distribution of Shareholding as on 31st March, 2024:

No. of Equity Shares held	No. of Members	% of Members	No. of Shares Held	% of Shareholding
Upto 100	1,843	77.73	67,101	2.60
101 to 200	224	9.45	35,285	1.36
201 to 500	155	6.54	51,641	2.00
501 to 1000	76	3.20	58,732	2.27
1001 to 5000	58	2.45	1,27,969	4.95
5001 to 10000	4	0.17	24,753	0.96
10001 to 100000	10	0.42	2,97,109	11.50
100001 and above	1	0.04	19,21,570	74.36
Total	2,371	100.00	25,84,160	100.00

Shareholding Pattern as on 31st March, 2024

Category	No. of Equity Shares	% to Paid-up Capital
Promoters	19,38,120	75.00
Bodies Corporate	18,849	0.73
Public	5,47,203	21.18
NRI	10,049	0.39
HUF	23,860	0.92
LLP	400	0.01
IEPF	45,679	1.77
Total Equity Capital	25,84,160	100.00

(l) Dematerialisation of equity shares and liquidity

The Equity Shares of the Company are available for dematerialisation (holding of shares in electronic form) on both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Of the Company's total shareholding, 25,48,002 (98.60%) equity shares were held in dematerialised mode by the Members of the Company of which 22,60,701 (87.48%) equity shares were under National Securities Depository Limited (NSDL) and balance 2,87,301 (11.12%) equity shares under Central Depository Services (I) Limited (CDSL) as on 31st March, 2024.

(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

(p) Address for Correspondence

Registered Office:

1st Floor, Godrej Bhavan

4A Home Street, Charanjit Rai Marg

Fort, Mumbai – 400 001

Tel. No.: 022-6666 7474

E-mail : investors@cravatex.com

(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

REPORT ON CORPORATE GOVERNANCE

10. Other Disclosures:

- (a) There are no material related party transactions during the year under review that has conflict with the interests of the Company. The transactions entered into with related parties during the financial year were in ordinary course of business and at arm's length basis and were approved by the Audit Committee.
- (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 and Vigil Mechanism in terms of Regulation 22 of SEBI Listing Regulation. The Company does not deny access to any personnel to approach the audit committee on any issue. The policy has been uploaded on the Company's website.
- (d) The Company has complied with all the mandatory requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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 <http://cravatex.com/investor-relations/Policy-on-Material-Subsidiary.pdf>.
- (f) The policy on dealing with related party transactions is available on the website of the Company under section Policies and Procedures at <http://cravatex.com/investor-relations/RPT-Policy.pdf>.
- (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) Regulations, 2015 : Not Applicable.
- (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.6.50 lacs
2.	BB (UK) Limited	Foreign Subsidiary	SRV Delson	GBP 19,625
3.	BB GMBH	Foreign Subsidiary of BB (UK) Limited	Arne Grobmann	Euro 2,568

- (l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
 - (a) number of complaints filed during the financial year: Nil
 - (b) number of complaints disposed of during the financial year: Nil
 - (c) number of complaints pending as on end of the financial year: Nil
- (m) There were no Loans and Advances made by the Company and its Subsidiaries to Firms/Companies in which Directors are interested
- (n) BB (UK) Limited is a material subsidiary of the Company incorporated in United Kingdom on 1st July, 1997. M/s. SRV Delson is the Statutory Auditor of the Company appointed on 11th May, 2023.

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

13. The company has complied with corporate governance requirements specified in regulation 17 to 27 and clause b to l of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

72ND ANNUAL REPORT

REPORT ON CORPORATE GOVERNANCE

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
For **Cravatex Limited**

Rajesh Batra
Chairman & Managing Director
DIN: 00020764

Place : Mumbai
Dated : 24th May, 2024

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
Website: <http://cravatex.com>

REPORT ON CORPORATE GOVERNANCE

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 Personnel of the Company have affirmed Compliance with the Code of Conduct for the Financial Year ended 31st March, 2024.

For Cravatex Limited,

Rajesh Batra
Chairman & Managing Director
DIN: 00020764

Place : Mumbai

Dated : 24th May, 2024

CIN : L93010MH1951PLC008546

Registered Office:

1st Floor, Godrej Bhavan

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Website: <http://cravatex.com>

REPORT ON CORPORATE GOVERNANCE

CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF CRAVATEX LIMITED

I have examined the compliance of the conditions of Corporate Governance by Cravatex Limited ('the Company') for the year ended on 31st March, 2024, as stipulated under Regulation 17 to Regulation 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to a review of procedures and implementation thereof, as adopted by the Company for ensuring compliance to the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31st March, 2024.

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

For Hemanshu Kapadia & Associates
Practising Company Secretaries

Hemanshu Kapadia
Proprietor

C.P. No. 2285

Membership No.: F3477

UDIN: F003477F000446315

Peer Review Certificate no.: 1620/2021

Date : 24th May, 2024

Place : Mumbai

REPORT ON CORPORATE GOVERNANCE

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To The Members
Cravatex Limited**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Cravatex Limited** having **CIN: L93010MH1951PLC008546** and having registered office at 1st Floor, Godrej Bhavan, 4A Home Street, Charanjit Rai Marg, Fort, Mumbai - 400001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule-V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2024** have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Mumbai or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment	Date of Cessation
1.	Rajesh Kumar Batra	00020764	30/11/1981	—
2.	Shivkumar Dhalumal Israni	00125532	31/10/2003	31/01/2024
3.	Santhanam Narayanaswamy	00027724	10/02/2012	31/03/2024
4.	Pheroza Jimmy Bilimoria	00191386	16/09/2014	—
5.	Divakar Ganapati Kamath	08730430	01/04/2020	—
6.	Rohan Kumar Batra	02574195	01/04/2020	—
7.	Satyan Shivkumar Israni	01174081	12/02/2024	—
8.	Nakul Toshniwal	00350112	15/02/2024	—

Ensuring the eligibility for the appointment /continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Hemanshu Kapadia & Associates
Practising Company Secretaries

Hemanshu Kapadia

Proprietor

C.P. No. 2285

Membership No.: F3477

UDIN: F003477F000446304

Peer Review Certificate no.: 1620/2021

Date : 24th May, 2024

Place : Mumbai