



Kavita Fabrics Limited

105, Balaji Industrial Society - 1, Udhna Magdalla Road,
Surat-395 007, (Guj.) India. E-mail : info@kavitafabrics.com
Tel.: 0261 - 3996759 Telefax : 0261 - 3018759

Date: May 22, 2015

To
Corporate Relationship Department
Bombay Stock Exchange
SME Exchange
Phiroze Jeejeebhoy Towers
Dalai Street
Mumbai- 400001

Sub: Result of Postal Ballot

Dear Sir/ Madam,

- Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 the following resolutions as proposed vide Postal Ballot Notice dated 13th April, 2015 has been passed by the members of the Company through voting by way of Postal Ballot including e-voting:
 - To migrate Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited
 - Adoption of New set of Articles of Association as per Companies Act, 2013
 - Appointment of Mr. Nitin Maheshwari as Independent Director to hold office upto March 31, 2019
- Ms. Monika Kothari, Chartered Accountant was appointed as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.
- The last date for casting votes electronically through e voting and for receipt of physical postal Ballot Forms from the members was Wednesday, 20th May, 2015.
- The Scrutinizer has submitted her report for the Postal Ballot result whereof is announced on 22nd May, 2015.
- In terms of Clause 35A of the listing agreement details of voting result for the Postal Ballot is as under:

Mode of voting: Postal Ballot and e voting

Resolution No 1: To migrate Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited. (Special Resolution)

Promoter/ Public	No. of Shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	$(3)=(2)/(1)*100$	(4)	(5)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoter and Promoter Group	3743706	3743706	100%	3743706	0	100%	0
Public Shareholders	6675000	3885000	58%	3885000	0	100%	0
Total	10418706	7628706	73%	7628706	0	100%	0

H. S. Chaudhary



Resolution No. 2: To Adopt New set of Articles of Association as per Companies Act, 2013(Special Resolution)

Promoter/ Public	No. of Shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	3743706	3743706	100%	3743706	0	100%	0
Public Shareholders	6675000	3885000	58%	3885000	0	100%	0
Total	10418706	7628706	73%	7628706	0	100%	0

Resolution No. 3: To appoint Mr. Nitin Maheshwari as independent director to hold office upto 31st March, 2019 (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	3743706	3743706	100%	3743706	0	100%	0
Public Shareholders	6675000	3885000	58%	3885000	0	100%	0
Total	10418706	7628706	73%	7628706	0	100%	0

The resolutions in relation to the aforesaid matters have therefore, been approved by the shareholders with requisite majority.
Kindly take the above in your records.

Place: Surat
Date: 22nd May, 2015



For KAVITA FABRICS LIMITED

Harish Chandak

Harish Chandak
Managing Director



Report of the Scrutinizer in Respect of Postal Ballot Process

(Pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with the Companies
(Management and Administration) Rules, 2014

May 21, 2015

To,
The Chairman & Managing Director
Kavita Fabrics Limited
105, Balaji Industrial Society-1
Udhna Magdalla Road, Surat-395007

Dear Sir,

Sub: Scrutinizer’s Report on Postal Ballot Voting Process and E-voting process conducted pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014

The Board of Directors of the Company at its Meeting held on April 13, 2015 decided to conduct the process of voting through postal ballot for obtaining approval of shareholders of the Company for following resolution as set out in the notice dated April 13, 2015.

- To migrate Company’s present listing from SME Platform of BSE Limited to the Main Board of BSE Limited
- Adoption of New set of Articles of Association as per Companies Act, 2013
- Appointment of Mr. Nitin Maheshwari as Independent Director to hold office upto March 31, 2019

The Company has provided facility of voting through electronic means as required under the Companies (Management and Administration) Rules, 2014.

I, Ms. Monika Kothari, Proprietor of M/s M.S. Kothari & Associates, Chartered Accountants, was appointed as Scrutinizer for the purpose of the conducting postal ballot voting process and e-voting process in a fair and transparent manner in respect of obtaining approval of shareholders of the Company for the aforesaid matters as required under the provisions of the Companies Act, 2013.

The management of the Company is responsible to ensure the compliance with the requirements of Companies Act, 2013 and rules relating to postal ballot and electronic means on the resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot voting process and e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer’s report of the votes cast “in favour” or “against” the resolution stated above, based on the reports generated from postal ballots received from the shareholders and e-voting system provided by Central Depository Services (India) Limited (CDSL), authorised agency to provide e-voting facilities, engaged by the Company.



The notice dated April 13, 2015 along with statement setting out the material facts pursuant to the applicable provisions of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 was sent to the Shareholders of the Company.

The Shareholders of the Company holding shares as on the cut-off date of April 10, 2015 were entitled to vote on the resolution set out in the notice.

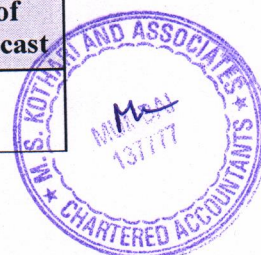
In this regard, I submit my report as under:

1. The Company has provided facility of casting vote to the shareholders of the Company through postal ballot voting process and also through electronic means.
2. The Company has followed the process as required under Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.
3. All Postal Ballot Forms received up to 5.30 P.M. on Wednesday, May 20, 2015, the last date and time fixed by the Company for the receipt of postal ballot Forms were considered for my scrutiny for the purpose of this report.
4. Postal Ballot Forms were kept in my safe custody.
5. The E-Voting Period remained open from Tuesday, April 21, 2015 at 9.00 A.M up to Wednesday, May 20, 2015 till 5.30 PM.
6. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in employment of the Company.
7. The details containing list of Shareholders who voted 'for' or 'against' the resolution put to vote was downloaded from the e-voting website of CDSL.
8. We have scrutinized the votes casted through electronic means and also through physical postal ballot forms for the purpose of this report.
9. The particulars of all the electronic votes cast by the shareholders through e-voting process and votes cast by the members through postal ballot forms have been recorded in a register maintained for the purpose.
10. A summary of the Postal Ballot Forms received and votes cast (including e-voting) by the Shareholders of the Company is as under :

Resolution No 1: To migrate Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	0	0	0



Voting through Electronic Means	46	7628706	100
Total	46	7628706	100

(ii) Voted against the resolution:

Type of Voting	Number of members voting	No. of votes against	% of total number of invalid votes cast
Voting through Postal Ballot	Nil	Nil	Nil
Voting through Electronic Means	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes:

Type of Voting	Total Number of members whose votes were declared invalid	Total Number of members cast by them
Voting through Postal Ballot	Nil	Nil
Voting through Electronic Means	Nil	Nil
Total	Nil	Nil

(iv) In term of Regulation 106U of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009, the said special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal:

Promoter/ Public	No. of Shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	$(3) = \frac{(3)}{(2)/(1)*100}$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	3743706	3743706	100%	3743706	0	100%	0
Public Shareholders	6675000	3885000	58%	3885000	0	100%	0
Total	10418706	7628706	73%	7628706	0	100%	0



Resolution No. 2: To Adopt New set of Articles of Association as per Companies Act, 2013

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	0	0	0
Voting through Electronic Means	46	7628706	100
Total	46	7628706	100

(ii) Voted against the resolution:

Type of Voting	Number of members voting	No. of votes against	% of total number of votes cast
Voting through Postal Ballot	Nil	Nil	Nil
Voting through Electronic Means	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes:

Type of Voting	Total Number of members whose votes were declared invalid	Total Number of members cast by them
Voting through Postal Ballot	Nil	Nil
Voting through Electronic Means	Nil	Nil
Total	Nil	Nil



(iv) Voting Summary

Promoter/ Public	No. of Shares held	No. of votes cast	% of Votes cast on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3) = (2)/(1)*100	(4)	(5)	(6)=(4)/(2) *100	(7)=(5)/(2)* 100
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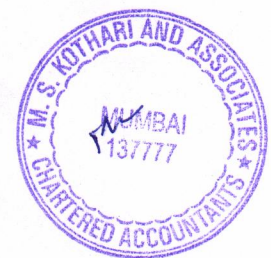
Resolution No. 3: To appoint Mr. Nitin Maheshwari as independent director to hold office upto 31st March, 2019

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	0	0	0
Voting through Electronic Means	46	7628706	100
Total	46	7628706	100

(ii) Voted against the resolution:

Type of Voting	Number of members voting	No. of votes against	% of total number of votes cast
Voting through Postal Ballot	Nil	Nil	Nil
Voting through Electronic Means	Nil	Nil	Nil
Total	Nil	Nil	Nil



(iii) Invalid votes:

Type of Voting	Total Number of members whose votes were declared invalid	Total Number of members cast by them
Voting through Postal Ballot	Nil	Nil
Voting through Electronic Means	Nil	Nil
Total	Nil	Nil

(iv) Voting Summary

Promoter/ Public	No. of Shares held	No. of votes cast	% of Votes cast on outstandin g shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	3743706	3743706	100%	3743706	0	100%	0
Public Shareholders	6675000	3885000	58%	3885000	0	100%	0
Total	10418706	7628706	73%	7628706	0	100%	0

The Postal Ballot Forms and all other relevant records were handed over to the management of the Company for safe handling.

Recommendation: The resolutions should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting by postal ballot.

Thanking you,
Yours faithfully,
For M.S. Kothari & Associates
[Chartered Accountants]

Monika Kothari

Monika Kothari
[Proprietor]
Membership number: 137777
Place: Mumbai
Date: May 21, 2015

