

KAVIT INDUSTRIES LIMITED

CIN: L23100GJ1990PLC014692

Regd. Off: Vill. Tundao, Tal: Salvi, Vadodara, Gujarat- 391775. Tel: 0265-2362000, 2361100; email: kavitindustrieslimited@gmail.com, info@kavitindustries.in; www.kavitindustries.in

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of Kavit Industries Limited ('the Company') will be held on Saturday, June 17, 2017 at 11.00 am at the Registered Office of the Company situated at Village: Tundao, Taluka: Salvi, Vadodara - 391775, to transact the following special business:

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

1. To Increase the remuneration of Mr. Jayesh Thakkar, Managing Director:

"RESOLVED THAT pursuant to the provisions of section 196, 197 and 203 and all other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Schedule V to the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to such other provisions as may be applicable under the Companies act, 2013 and as per the Articles of Association of the Company and subject to such approval(s) or sanction(s) as may be required, consent of the Company be and is hereby accorded to increase the remuneration of Mr. Jayesh Thakkar, Managing Director of the Company under the provisions of the Act to Rs. 12,00,000/- (Rupees Twelve lakhs only) per annum w.e.f April 01, 2017 excluding annual performance linked incentive.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee of the Board be and is hereby authorised to approve the terms and conditions including any changes in the remuneration and do all such other acts, deeds and things which are necessary and incidental in order to give effect to this resolution."

**By order of the Board of Directors
For Kavit Industries Limited**

**Date: May 16, 2017
Place: Vadodara**

**Sd/-
Jyoti Gohil
Company Secretary**

KAVIT INDUSTRIES LIMITED

CIN: L23100GJ1990PLC014692

Regd. Off: Vill. Tundao, Tal: Salvi, Vadodara, Gujarat- 391775. Tel: 0265-2362000, 2361100; email: kavitindustrieslimited@gmail.com, info@kavitindustries.in; www.kavitindustries.in

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Explanatory Statement in respect of the Special Business, as required under section 102 of the Companies Act, 2013, is annexed hereto.
3. Corporate Members intending to send their Authorised Representative to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Extra Ordinary General Meeting.
4. Members/Proxies should fill in the attendance slip for attending the meeting, Proxy form as prescribed under the Companies Act, 2013 is enclosed.
5. In terms of the requirements of the Secretarial Standards – 2 on “General Meetings” issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.
6. All documents referred to in the accompanying Notice and explanatory statements are open for inspection at the registered office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of the Extra Ordinary General Meeting.
7. Notice with instructions for participating in e-voting along with Attendance Slip and Proxy Form, are being sent by electronic mode to all Members whose e-mail addresses are registered with the Company/Depository Participant(s). For Members who have not registered their e-mail addresses, physical copy of the aforesaid documents are being sent by the permitted mode.
8. The Notice of the Company circulated to the members of the company, will be made available on the Company's website at www.kavitindustries.in
- 9. Voting through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of

KAVIT INDUSTRIES LIMITED

CIN: L23100GJ1990PLC014692

Regd. Off: Vill. Tundao, Tal: Salvi, Vadodara, Gujarat- 391775. Tel: 0265-2362000, 2361100; email: kavitindustrieslimited@gmail.com, info@kavitindustries.in; www.kavitindustries.in

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-voting Service provided by Central Depository Services Limited (CDSL), The instructions for remote e-voting are as under:

The voting period begins on 14th June, 2017 at 09.00 Hrs and ends on 16th June, 2017 at 17.00 Hrs. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 10th June, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Vote once cast by the member cannot be changed /altered.

THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

A. In case of members receiving e-mail:

- i. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii. Log on to the e-voting website www.evotingindia.com
- iii. Click on "Shareholders" tab to cast your votes.

Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company.
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders).	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in CAPITAL followed by the 8 digits of the folio/client id number in the PAN Field.

KAVIT INDUSTRIES LIMITED

CIN: L23100GJ1990PLC014692

Regd. Off: Vill. Tundao, Tal: Salvi, Vadodara, Gujarat- 391775. **Tel:** 0265-2362000, 2361100; **email:** kavitindustrieslimited@gmail.com, info@kavitindustries.in; www.kavitindustries.in

- In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Akshay Rathore with folio number 1 then enter AK00000001 in the PAN Field.
 - iv. Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT".
 - v. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %&*). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- *
If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Click on the relevant EVSN on which you choose to vote.
- vi. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - vii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
 - viii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - ix. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - x. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

KAVIT INDUSTRIES LIMITED

CIN: L23100GJ1990PLC014692

Regd. Off: Vill. Tundao, Tal: Salvi, Vadodara, Gujarat- 391775. **Tel:** 0265-2362000, 2361100; **email:** kavitindustrieslimited@gmail.com, info@kavitindustries.in; www.kavitindustries.in

xi. Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

B. In case of members receiving the physical copy of Notice of EOGM:

Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.

Note for Non – Individual Shareholders and Custodians.

- Non-Individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

C. In case you have any queries or issues regarding e-voting, you may refer the frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

- Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Share Transfer Department of the Company for consolidation into a single folio.
- Non-Resident Indian Members are requested to inform the Share Transfer Department of the Company of:
 - ❖ Change in Residential Status on return to India for permanent settlement.
 - ❖ Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with the Pin Code number.

KAVIT INDUSTRIES LIMITED

CIN: L23100GJ1990PLC014692

Regd. Off: Vill. Tundao, Tal: Salvi, Vadodara, Gujarat- 391775. Tel: 0265-2362000, 2361100; email: kavitindustrieslimited@gmail.com, info@kavitindustries.in; www.kavitindustries.in

- ❖ Duplicate attendance slip shall not be issued at the Extra Ordinary General Meeting Venue. However the same shall be issued at the Registered Office of the Company up to two days preceding the day of EOGM.
- ❖ In case of Joint holders attending the Meeting, only such Joint holder who is higher in the order of names will be entitled to vote.
- ❖ Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Extra Ordinary General Meeting of the Company.

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

ITEM NO. 1:

The members may note that based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 16, 2017, approved the increase of remuneration of Mr. Jayesh Thakkar, Managing Director of the Company under the provisions of the Companies Act, 2013 to Rs. 12,00,000/- (Rupees Twelve Lakhs only) per annum w.e.f. April 01, 2017 excluding annual performance linked incentive. He was drawing remuneration of Rs. 6,00,000/- (Rupees Six Lakhs only) per annum during the financial year 2016-17.

The company has witnessed exceptional growth in the business. The top line and bottom line has increased 5 times year on year. Based on the overall business performance, the Board proposes this resolution for your consideration.

Disclosure as required under Schedule V of the Companies Act, 2013 is given as under:

I. General Information:

Nature of Industry	The Company is a conglomerate engaged in manufacture and distribution of petrochemicals and edible oils.
Date or expected date of Commercial Production	N.A. Since the Company has already commenced its business activities.
In case of new companies, expected date of	N.A.

KAVIT INDUSTRIES LIMITED

CIN: L23100GJ1990PLC014692

Regd. Off: Vill. Tundao, Tal: Salvi, Vadodara, Gujarat- 391775. Tel: 0265-2362000, 2361100; email: kavitindustrieslimited@gmail.com, info@kavitindustries.in; www.kavitindustries.in

commencement of activities as per project approved by financial institutions appearing in the prospectus	
--	--

Financial Performance:

(in Rs.)

Particulars	March 31, 2017	March 31, 2016	March 31, 2015
Total Income	1776938000	344062288.09	10416902.83
Depreciation	767000	816715	1995910
Total Expenses	634542000	341403984.57	8874677.49
Net Profit	895900000	1608241.52	1020855.34
Paid up Capital	619333333	619333333	619333333
Reserves & Surplus	43126000	34127900.37	187796932.85

Foreign Investments or collaborations, if any- There is no direct foreign investment in the Company. There is no foreign collaboration in the Company.

II. Information about the Director:

Background Details	Mr. Jayesh Thakkar has been on the Board of the Company since 2011. He has played a vital role in the growth of the company. During his tenure the net worth of the Company has increased substantially.
Past Remuneration	Mr. Jayesh Thakkar has drawn remuneration of Rs. 6,00,000/- (Rupees Six Lakhs only) in Financial Year 2016-17 as a Managing Director of the Company.
Recognition or awards	Not Applicable
Job Profile and his suitability	Mr. Jayesh Thakkar has been the Managing Director since 28 th December, 2011 and has been contributing in his role towards achievement of the common objectives of the organization.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and the involvement of Mr. Jayesh Thakkar in the Company, the proposed remuneration is reasonable and in line with the remuneration

KAVIT INDUSTRIES LIMITED

CIN: L23100GJ1990PLC014692

Regd. Off: Vill. Tundao, Tal: Salvi, Vadodara, Gujarat- 391775. Tel: 0265-2362000, 2361100; email: kavitindustrieslimited@gmail.com, info@kavitindustries.in; www.kavitindustries.in

	levels in the Industry, across the Country and befits his position.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Except for the proposed remuneration and being the promoter of the Company, Mr. Jayesh Thakkar does not have any pecuniary relationship with the company or with any managerial personnel.

III. Other information:

Reason of loss or inadequate profits	The Company operates in a capital intensive business and building a long term sustainable business necessitates induction of a strong and experienced team. Overall economic scenario and increasing competition significantly affect the overall revenues and margins of the business.
Steps taken or proposed to be taken for improvement	The Company has undertaken stringent cost actions and continues to curtail both employee and non employee costs. Also, the management continues to explore avenues to increase revenues through judicious investments in capabilities.
Expected increase in productivity and profits in measureable terms	The company is committed to build the business operations within the budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve in near future.

None of the Directors, Key managerial personnel and their relatives are interested in the above proposal, except Mr. Jayesh Thakkar to the extent of his remuneration as a Managing Director of the Company.

**By order of the Board of Directors
For Kavit Industries Limited**

**Date: May 16, 2017
Place: Vadodara**

**Sd/-
Jyoti Gohil
Company Secretary**

KAVIT INDUSTRIES LIMITED

CIN: L23100GJ1990PLC014692

Regd. Off: Vill. Tundao, Tal: Salvi, Vadodara, Gujarat- 391775. Tel: 0265-2362000, 2361100; email: kavitindustrieslimited@gmail.com, info@kavitindustries.in; www.kavitindustries.in

EXTRA ORDINARY GENERAL MEETING ATTENDANCE SLIP

DP ID	CLIENT ID	FOLIO NO.	NO. OF SHARES

Name:

Address:
.....
.....

Name of Proxy:.....

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra Ordinary General Meeting of the Company on Saturday, the 17th day of June, 2017 at 11:00 am, at the Registered Office of the Company situated at Vill. Tundao, Tal: Salvi, Vadodara, Gujarat- 391775.

SIGNATURE OF THE ATTENDING MEMBER/PROXY

Notes:

1. Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

KAVIT INDUSTRIES LIMITED

CIN: L23100GJ1990PLC014692

Regd. Off: Vill. Tundao, Tal: Salvi, Vadodara, Gujarat- 391775. Tel: 0265-2362000, 2361100; email: kavitindustrieslimited@gmail.com, info@kavitindustries.in; www.kavitindustries.in

FORM NO. MGT – 11

PROXY FORM

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered Address:
Email id:
Folio No./Client ID:
DP ID:

I/We, being the member(s) of shares of the Kavit Industries Limited, hereby appoint:

1. (Name) of (Address) having e-mail id or failing him
2. (Name) of (Address) having e-mail id or failing him
3. (Name) of (Address) having e-mail id

And whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Saturday, June 17, 2017 at 11:00 am, at the Registered Office of the Company situated at Vill. Tundao, Tal: Salvi, Vadodara, Gujarat- 391775 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution	For	Against
	Special Business		
1	Increase in the Remuneration of Mr. Jayesh Thakkar, Managing Director.		

Signed this Day of2017

Signature of Shareholder

Affix Revenue Stamp of Re. 1/-

Signature of 1st Proxy Holder

Signature of 2nd Proxy Holder

Signature of 3rd Proxy Holder

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

KAVIT INDUSTRIES LIMITED

CIN: L23100GJ1990PLC014692

Regd. Off: Vill. Tundao, Tal: Salvi, Vadodara, Gujarat- 391775. Tel: 0265-2362000, 2361100; email: kavitindustrieslimited@gmail.com, info@kavitindustries.in; www.kavitindustries.in

EOGM INFORMATION:

Date : 17th June, 2017
Day : Saturday
Time : 11.00 AM
Address : Vill. Tundao, Tal: Salvi, Vadodara, Gujarat- 391775
Lank Mark : Sayajigunj Police Station

