

NIBE LIMITED

(Formerly known as Kavita Fabrics Limited)

CIN: L34100GJ2005PLC046929

Regd. Office: 105, Balaji Industrial Society-1, Udhna Magdalla Road, Surat – 395 007, Gujarat, India

Phone: 0253-2237877 | Website: <https://nibelimited.com/> | E-mail: info@nibelimited.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolution set out below is proposed to be passed by the Members of Nibe Limited, Formerly known as Kavita Fabrics Limited (“the Company”) by means of Postal Ballot including Electronic Voting (e-voting), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Explanatory Statement pertaining to the proposed resolution setting out the material facts and reasons thereof, as required under Section 102 of the Companies Act, 2013 and Secretarial Standard II on General Meeting, is annexed hereto along with the Postal Ballot Notice and Postal Ballot Form for your consideration.

The Company has appointed Mr. Gautam Tiwari of Gautam Tiwari & Co., Company Secretaries, Practicing Company Secretary (ACS: 33071 /COP: 19168) as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as Scrutinizer.

Members have to vote through e-voting. Pursuant to section 108 of the Act read with Rule 20 of the Rules, the Company is providing e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice and instructions given thereunder. The e-voting facility is available at www.evotingindia.com **from 9:00 a.m. (IST) onwards on April 06, 2021 up to May 05, 2021, 5:00p.m. (IST)**. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny of E-Voting but not later than two days from the date of conclusion of Postal Ballot process, and the result of Postal Ballot will be announced on or before **5:00 p.m. (IST) on Friday, May 07, 2021**, at the Registered Office of the Company and also by placing the same on the Company’s website: <https://nibelimited.com/>. The results will simultaneously be communicated to the Stock Exchanges and CDSL.

SPECIAL BUSINESS

1. Shifting of Registered Office from the State of Gujrat to the State of Maharashtra

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

“RESOLVED THAT pursuant to the provisions of Section 12 r.w. 13(4) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the relevant Rules thereunder, and subject to approval of Central Government acting through Hon’ble Regional Director, North Western Region, Ahmedabad or any other authorities as may be prescribed from time to time and subject to such permission, sanction or approval as may be required under the provisions of the Act / Rules or under any other laws for the time being in force or any statutory modification or amendment made thereof, the consent of the Members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Gujarat situated at “105, Balaji Industrial Society-1, Udhna Magdalla Road, Surat – 395007 , Gujarat, India” to the State of Maharashtra to be situated at “Plot No. A-3/B in the Chakan Industrial Area Phase – II, Village: Khalumbre, Taluka – Khed, District – Pune – 410501, Maharashtra, India”;

RESOLVED FURTHER THAT pursuant to the provisions of 13(4) and other applicable provisions if any, of the Companies Act, 2013 and up on confirmation of the Hon’ble Bench of Regional Director, North Western Region, Ahmedabad or

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any other authorities as may be required, the Memorandum of Association of the Company be and is hereby amended by substitution of the existing Clause II with the following new Clause II:

II. 'The Registered Office of the Company will be situated in the State of Maharashtra'.

RESOLVED FURTHER THAT, CS Anand Lavingia, Company Secretary in Practice, having Membership No. 26458 and Certificate of Practice No. 11410, be and is hereby authorized to make an application to Central Government acting through Hon'ble Bench of Regional Director, North Western Region, Ahmedabad and to make Advertisement in Form INC-26 and to send notice to Registrar of Companies, Chief Secretary, Government of Gujarat and to creditors of the Company, Securities and Exchange Board of India and to do such acts, deeds, things as may be necessary to give effect to this Resolution.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised jointly and severally to sign the applications, petitions, affidavits and such other documents as may be necessary in relation to the said application / petition for seeking confirmation of the Hon'ble Bench of Regional Director, North Western Region, Ahmedabad or any other authorities as may be required, to issue notices to the general public, creditors and also to serve a copy on the Chief Secretary, Government of Gujarat, as well as the concerned Registrar of Companies and Securities and Exchange Board of India and to appoint Professional(s) to represent the Company before the Central Government, the Regional Director, North Western Region, Ahmedabad or any other authorities as may be required and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution.

Registered Office:

105, Balaji Industrial Society-1,
Udhna Magdalla Road,
Surat – 395 007, Gujarat, India

By Order of the Board of Directors

For Nibe Limited

(Formerly known as Kavita Fabrics Limited)

Place : Surat

Date : March 30, 2021

Ganesh Nibe

Managing Director

DIN: 02932622

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice is being sent in electronic form to the Members who have registered their e-mail addresses with Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding).
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, April 02, 2021** will be considered for the purpose of e-voting.
4. The e-voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on **Friday, April 02, 2021**.
5. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the "Investor Relations" section on the Company's website: <https://nibelimited.com/>, where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before **5:00 p.m. (IST) on Wednesday, May 05, 2021**.

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6. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered as invalid.
7. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny of the Postal Ballots and the results of the Postal Ballot will be announced on or before **5:00 p.m. (IST) on Friday, May 07, 2021**, at the Registered Office of the Company. The results of the Postal Ballot will be hosted on the Company's website at <https://nibelimited.com/> and on the website of CDSL immediately after the declaration of the result by the Chairman or any person authorized by him in writing for information of the Members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed.
8. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. The resolution, if passed by the requisite majority shall be deemed to have been passed on the date of declaration of the Postal Ballot results.
10. All the material documents referred to in this Postal Ballot Notice will be made available for inspection by the Members at the registered office of the Company during business hours on all working days except Saturday and Sunday, from the date of dispatch of this Postal Ballot Notice until the last date for receipt of votes by Postal Ballot / E-voting i.e. **Wednesday, May 05, 2021**.
11. Members who have not registered their e-mail addresses are requested to register the same with the Depository Participant(s) for sending future communication(s) in electronic form.

INSTRUCTIONS FOR VOTING

A. Voting through Physical Postal Ballot Form

- 1) The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), to company so as to reach the Scrutinizer at Smt. Kavita Gandhi, Fo-4, First Floor, Amar Jyoti Palace, Wardha Road, Dhantoli, Nagpur, 440010, not later than close of working hours i.e. **5:00 p.m. (IST) on Wednesday, 05 May, 2021** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- 2) Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Members will also be accepted.
- 3) Assent and/or dissent to proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column or by writing number of shares accorded for in the appropriate column(s).
- 4) Unsigned and/or incomplete Postal Ballot Forms in any manner shall be rejected.

B. E-Voting Facility

The business as set out in the Notice may be transacted through electronic voting system and the Company has provided a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the facility of voting through electronic means is offered by Central Depository Services (India) Limited (CDSL) to Members of the Company to cast their votes electronically.

A person whose name appears in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. **Friday, 02 April, 2021** shall be entitled to avail the facility of e-voting.

The Company has appointed Mr. Gautam Tiwari of Gautam Tiwari & Co., Company Secretaries, Practicing Company Secretary (ACS: 33071 /COP: 19158) as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as Scrutinizer.

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Instructions to Members for e-voting are as under:

- (i) The voting period begins on **from 9:00 a.m. (IST) onwards on Tuesday, April 06, 2021 and ends on Wednesday, May 05, 2021, 5:00 p.m. (IST)**. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, April 02, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders/Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN Field.• 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 Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company 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. 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Postal Ballot Notice.
- (xi) Click on the EVSN of "KAVITA FABRICS LIMITED/ NIBE LIMITED".

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- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 linked in the login 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.

All Grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited (CDSL), Marathon Futurex, 25th floor, N.M. Joshi Marg, Lower Parel- (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

The Notice of Postal Ballot is placed on website of the Company - <https://nibelimited.com/>.

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**By Order of the Board of Directors
For Nibe Limited
(Formerly known as Kavita Fabrics Limited)**

Place : Surat
Date : March 30, 2021

Ganesh Nibe
Managing Director
DIN: 02932622

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EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013 and Secretarial Standard II on General Meeting issued by ICSI)

ITEM NO. 1

The Company has been taken over by Mr. Ganesh Nibe along with Mrs. Manjusha Nibe, based in Maharashtra. In view of the takeover of the Company and base of the new management in Maharashtra, it is proposed to shift the registered office of the Company from the State of Gujarat situated at "105, Balaji Industrial Society-1, Udhna Magdalla Road, Surat – 395007, Gujarat, India" to the State of Maharashtra to be situated at "Plot No. A-3/B in the Chakan Industrial Area Phase – II, Village: Khalumbre, Taluka – Khed, District – Pune – 410501, Maharashtra, India and thereby achieving administrative and operational convenience.

As the Members very well know that the Company had called Extra-ordinary General Meeting for shifting of Registered Office to Nasik in the state of Maharashtra. However, the said Opportunity could not be materialized by the Board of Directors due to COVID-19 and later on, the Board withdraw its proposal for shifting of Registered Office to Nasik in the state of Maharashtra.

The Board of Directors, at its Meeting held on 30.03.2021, again considered that shifting of registered office to Plot No. A-3/B in the Chakan Industrial Area Phase – II, Village: Khalumbre, Taluka – Khed, District – Pune – 410501, Maharashtra, India will improve the access to new managerial talent and resources and facilitate carrying on the business of the Company more advantageously, efficiently, economically and conveniently would also enable the Company to avail the expertise on management operational matters and availability of other means to enhance the operational efficiency of the Company.

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, such shifting of Registered Office requires the Company to alter Memorandum of Association of the Company and to obtain necessary approval of the Shareholders by way of special resolution. Once the above resolution is approved by the members, the company shall make an application before the Regional Director seeking confirmation of the special resolution as approved by the members for shifting of the registered office to the State of Maharashtra.

A copy of the Memorandum as on date and a copy indicating the proposed amendments is available for inspection at the registered office of the Company on any working day during office hours 11:00 hours to 13:00 hours (except Saturdays, Sundays and Government Holidays).

The Board of Directors recommends the resolution for the approval of members of the Company as set out in Item No.1 of the Notice as Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and / or their relatives is deemed to be concerned or interested, financial or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company.

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**By Order of the Board of Directors
For Nibe Limited
(Formerly known as Kavita Fabrics Limited)**

**Place : Surat
Date : March 30, 2021**

**Ganesh Nibe
Managing Director
DIN: 02932622**

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POSTAL BALLOT FORM

(Attached to the Notice dated March 30, 2021)

Serial No.:

1.	Name(s) of Shareholder(s), (including joint holders, if any)(in block letters)			
2.	Registered address of the sole/first named Shareholder			
3.	Registered Folio No./DP ID No./Client ID No.* (* Applicable to investors holding shares in dematerialized form)			
4.	Number of shares held			
5.	I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (v) mark at the appropriate box below. (Tick in both the boxes would render your Ballot invalid for the respective resolution)			
Item No.	Description of the Resolution	No. of shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Shifting of Registered Office from State of Gujrat to State of Maharashtra			

Place :

Date :

(Signature of the shareholder)

Notes:

1. Kindly read the instructions printed overleaf before filling the form.
2. Last date and time for receipt of Postal Ballot Forms by the Scrutinizer is Wednesday, May 05, 2021, 5:00 p.m. (IST).

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INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer. Envelopes containing Postal Ballot, if deposited in person or sent by courier at the expenses of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder and so on.
4. Unsigned Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Company not later than 05:00 P.M. on **Wednesday, May 05, 2021**. Postal Ballot Form received after this time and date will be strictly treated as if the reply from the shareholder(s) has not been received.
6. In case of shares held by Companies, Trusts, Societies etc. duly completed Postal Ballot form should be accompanied by a certified true copy of Board Resolution / Authority.
7. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on **Friday, April 02, 2021**.
8. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the envelope.
9. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
10. The Postal Ballot shall not be exercised by a Proxy.
11. A (v) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be. Incomplete or unsigned Postal Ballots will be rejected. Tick in both the boxes would render your Ballot Form invalid. **Please note that (X) mark or any other mark other than (v) in the box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank.**
12. A Member need not use all his votes nor does he need to cast all his votes in the same way. If a Member desires to cast only a part of his/her/its votes or cast part of them in favour and part of them against the resolution(s), the number of shares in respect of which votes are cast should be mentioned in the respective columns, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the Member.
13. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
14. In case the shares are held in dematerialized form, the members are advised to forward their requests for change of address and updation of bank account details to their respective depository participants. In case the shares are held in physical form, the members are advised to update their information with the Registrar and Share Transfer Agent, **Bigshare Services Pvt. Ltd.**, E-2 & 3, Ansal Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai – 400072.