

SHREE BHAVYA FABRICS LTD.

Office : 252, New Cloth Market, Ahmedabad-380 002 Ph. : 079-22172949 Telefax : 22133383
CIN : L17119GJ1988PLCO11120

01st October, 2016

To
The Secretary,
Compliance Department,
BSE Limited
P. J. Tower, Dalal Street,
Mumbai -400 001

BSE Code: 521131

Dear Sir/Madam,

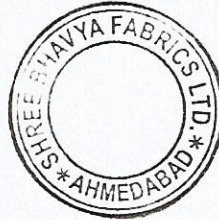
Sub.: Submission of 28th Annual General Meeting ("AGM")

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to submit the Annual Report within 21 working days of it being approved and adopted in annual general meeting as per the provisions of the Companies Act, 2013. Please note that all resolutions as mentioned in the notice, placed before AGM, were approved by the members of the Company with requisite majority.

We hereby submitting 28th Annual Report 2015-16 approved and adopted in our 28th Annual General Meeting held on Wednesday, 28th September, 2016 at 170, Opp. Advance Petrochem Ltd., Pirana Road, Piplej, Ahmedabad – 382405 at 11:00 a.m. kindly find the same as enclosure.

We request you to take of the above.

Thanking you,



Yours truly,
For, SHREE BHAVYA FABRICS LIMITED

Jyoti
[JYOTI DEVNANI]
COMPANY SECRETARY

Encl.: A/a.



SHREE BHAVYA FABRICS LIMITED

CIN NO. L17119GJ1988PLC011120

Formerly Known as
ANJANI DHAM INDUSTRIES LIMITED

28th

Annual Report

2015 - 2016

Corporate Information

Board Of Directors

Mr. Purshottam R. Agarwal	- Chairman & Managing Director
Mr. Devendrakumar B. Nathani	- Director
Mr. Ramniwas K. Pandia	- Director
Ms. Vaishali S. Soni	- Director

Company Secretary & CFO

Ms. Jyoti N Devnani	- Company Secretary & Compliance Officer
Mr. Kishan M. Yadav	- Chief Financial Officer

Statutory Auditors

NAHTA JAIN & ASSOCIATES
Chartered Accountants
Ahmedabad

Internal Auditors

Kamal M. Shah & Co.
Chartered Accountants
Ahmedabad

Secretarial Auditors

Mukesh H. Shah & Co.
Company Secretaries
Ahmedabad

Cost Auditors

M/s. Kiran J. Mehta & Co.
Cost Auditors
Ahmedabad

Bankers - BANK OF BARODA and BANK OF INDIA

Registrar & Share Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

E/2 Ansa Industrial Estate, Saki -Vihar Road, Sakinaka, Andheri (E), Mumbai-400 072
Contact No. 022 2847 5207
Email: bssahd@bigshareonline.com Website: www.bigshareonline.com

Registered Office

Survey No. 170,
Opp. Advance Petrochem Ltd.,
Pirana Road, Piplej,
Ahmedabad- 382405, Gujarat, INDIA
E-mail: csjd7bhavyafabrics@gmail.com
Website: www.shreebhavyafabrics.com

Corporate Office

252 New Cloth Market,
O/S Raipur Gate, Ahmedabad – 380002
Tel.: 079- 22133383, 22172949
Fax: 079- 25733663
E-mail: anjani.fabrics@gmail.com

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28TH ANNUAL GENERAL MEETING HELD ON 28.09.2016 AT 11 A.M. AT REGD. OFFICE OF THE COMPANY AT 170, PIRANA ROAD, PIPELEJ, AHMEDABAD - 382405, GUJARAT, INDIA

NOTICE

Notice is hereby given that the **Twenty Eighth Annual General Meeting** of the Members of **Shree Bhavya Fabrics Limited** will be held at the Registered Office of the Company at Survey No. 170, Opp. Advance Petrochem Limited, Pirana Road, Piplej, Ahmedabad-382405, Gujarat, India on **Wednesday, the 28th day of September, 2016 at 11.00 a.m.** to transact the following business:

ORDINARY BUSINESS:**Item No.1: Adoption of Financial Statements**

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and the Auditors thereon.

Item No.2: Appointment of Director

To appoint a Director in place of Mr. Purshottam R Agarwal[DIN: 00396869] who retires by rotation and being eligible, offers him-self for re- appointment.

Item No.3: Ratification of Appointment of Statutory Auditors

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139(9), 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, the appointment of M/s. Nahta Jain & Associates, Chartered Accountants of Ahmedabad [Firm Regn.No.:106801W], approved in the 27th Annual General Meeting (AGM) until the conclusion of 32nd Annual General Meeting (AGM), which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual general Meeting at such remuneration as may be decided by the Board of Directors.”

SPECIAL BUSINESS:

Item No.4: To appoint Mr. Purshottam R Agarwal [DIN: 00396869] as a Chairman and Managing Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for reappointment of Mr. Purshottam R Agarwal [DIN: 00396869] as a Chairman and Managing Director of the Company for a period of five years commencing from 01st January 2017 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed hereto.”

“RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to vary, alter and modify terms and conditions of reappointment including as to designation and remuneration of Mr. Purshottam Agarwal within the limits prescribed in the explanatory statement to this resolution and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

“RESOLVED FURTHER that any one of the Directors of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

Item No.5: Ratification of remuneration payable to Cost Auditors for the financial year 2016-17

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Audit and Record) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Kiran J. Mehta & Co., Cost Accountants (Firm Registration No. 000025), on the recommendation of the Audit Committee and approval by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2016-17, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting be and is hereby approved and ratified.”

Item No.6: Maintaining and keeping the Company’s registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at a place other than Company’s Registered Office

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 94(1) and other applicable provisions of the Companies Act, 2013 read with Rule 5(2) of the Companies (Management and Administration) Rules, 2014, consent of the members of the Company be and is hereby accorded to maintain and keep the Company’s registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at the office of the Company’s Registrar and Share Transfer Agent viz., M/s. Bigshare Services Private Limited having its office at **E/2 Ansa Industrial Estate, Saki -Vihar Road, Sakinaka, Andheri (E), Mumbai-400 072**, or at such other place as the Board may from time to time decide instead of and/ or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company.”

“RESOLVED FURTHER THAT Mr. PURSHOTTAM R. AGARWAL, Managing Director of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

By Order of the Board
For, SHREE BHAVYA FABRICS LIMITED

PLACE: AHMEDABAD.
DATE: 12.08.2016

[PURSHOTTAM R. AGARWAL]
DIN: 00396869
CHAIRMAN & MD

Registered Office:

Survey No. 170,
Opp. Advance Petrochem Ltd.,
Pirana Road, Piplej,
Ahmedabad- 382405, Gujarat, INDIA
CIN: L17119GJ1988PLC011120

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM-SELF/ HER-SELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business is annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.
5. Members who are holding shares in dematerialized form are required to bring details of their Beneficiary Account Number for identification.
6. 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.
7. Members holding shares in electronic form are requested to intimate immediately any changes in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company.
8. Members desiring any information on the Accounts are requested to write to the Company at least 10 days before the meeting, so as to enable the Management to keep the information ready. Replies will be provided only at the meeting
9. The Register of Members and the Share Transfer Register of the Company will remain closed from **September 19, 2016 (Monday) to September 28, 2016 (Wednesday) (both days inclusive).**
10. Bigshare Services Private Limited having its branch office at **E/2 Ansa Industrial Estate, Saki -Vihar Road, Sakinaka, Andheri (E), Mumbai-400 072**, is the Registrars and Share Transfer Agents of the Company. The members are requested to please ensure that their shares are converted into Demat Form.
11. 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 Bigshare Services Private Limited, for consolidation into a single folio.
12. Pursuant the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
13. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m. up to the date of the Meeting.

14. The route map showing directions to reach the venue of the twenty-eighth AGM is annexed.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. **E-voting** (Voting through Electronic means):
 - ◆ In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rule, 2015 and Regulation 44 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services India Limited (CDSL). Members if the Company holding shares either in the physical form or in Dematerialized form, as on cut-off date i.e. 21st September, 2016 may cast their vote by electronic means or in the Annual General Meeting (AGM). The detailed process instruction and manner for e-voting facility is enclosed herewith.
 - ◆ The Company shall also arrange for the physical voting by use of ballot or polling paper at the AGM for the members who have not cast their vote through remote e-voting.
 - ◆ The Members who have cast their vote by remote e-voting may also attend the Annual General Meeting (AGM), but shall not be entitled to cast their vote again.
 - ◆ **The remote e-voting period commences on Sunday, 25th September, 2016 (9:00 a.m.) and ends on Tuesday, 27th September, 2016 (5:00 p.m.). During this period, Members holding shares either in physical form or demat form, as on 21st, September, 2016 i.e. cut-off date, may cast their vote electronically.** The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast vote again.
 - ◆ The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on cutoff date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cutoff date only shall be entitled to avail facility of remote e-voting and poll process at the venue of the Meeting.
 - ◆ Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on cutoff date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
 - ◆ The Board of Directors has appointed Mr. Mukesh H. Shah, Practicing Company Secretary [COP No.2213] as a Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - ◆ The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.
 - ◆ The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.shreebhavyafabrics.com and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the equity shares of the Company are listed.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, 25th September, 2016 (9:00 a.m.) and ends on Tuesday, 27th September, 2016 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21st September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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> <p>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 8 digits of the sequence number in the PAN Field.-</p> <p>In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 resolutions contained in this Notice.
- (xi) Click on the EVSN for SHREE BHAVYA FABRICS LIMITED on which you choose to vote.
- (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.
- (xvi) 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the 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. 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.

Contact Details:

Mr. Wenceslaus Furtado, Deputy Manager, CDSL
17th Floor, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001
Email: wenceslausf@cdslindia.com / Tel: 022-22723333/ 8588

**EXPLANATORY STATEMENT
UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

The following Statement sets out all mentioned facts relating to the Special Business mentioned in the accompanying Notice:

Item No.4:

The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Chairman and Managing Director as mentioned in the resolution, subject to the approval of shareholders. Taking into consideration the duties and responsibilities of the Chairman and Managing Director, the prevailing managerial remuneration in industry and on the recommendation of the nomination and remuneration committee, the Board at their meeting held on 12.08.2016 approved the remuneration, terms and conditions of the re-appointment of Mr. PURSHOTTAM R. AGARWAL, subject to approval of the shareholders on remuneration including minimum remuneration and on terms and conditions given hereunder:

- a) Salary:** Rs.25,00,000/- per annum with annual increment of Rs.50,000/-
- b) Residential accommodation:** Shall be provided free furnished residential accommodation
- c) Perquisites and allowances:** In addition to the above salary and residential accommodation, he shall be entitled to the following perquisites and allowances restricted to an amount equal to two times his annual salary in a financial year:
- i) Gas, electricity, water, furnishing and other amenities, repairs, house maintenance expenses, servant(s), cook(s), security guard(s), etc., at his residence;
 - ii) Club Fees: Actual fees of clubs will be reimbursed;
 - iii) Leave travel concession: For self and family once in a year incurred in accordance with the rules of the company; and
 - iv) Facility of car with driver;
- The above perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.
- d) Other Benefits:**
- i) Contribution to provident fund, pension/ superannuation/ gratuity fund schemes in accordance with the Company's rules and regulations in force from time to time;
 - ii) One month's leave with full salary for every 11 months of service. Leave accumulated but not availed will be allowed to be encashed. Leave encashment at the end of the tenure will be as per the rules of the Company;
 - iii) Reimbursement of actual medical expenses incurred in India or abroad for self and family including hospitalization expenses, treatment expenses and in case of medical treatment abroad, the air fare, boarding/lodging, travel, etc., for self and family and attendant;
 - iv) Medical/ Personal accident/ Travel insurance: Actual premium to be paid by the Company for self & family;
 - v) Telephone: Free telephone facility at residence including mobile phone & other suitable communication facilities.

The above benefits will not be included in the computation of the ceiling on perquisites and allowances.

- e) **Commission:** In addition to the above, an amount by way of commission calculated at a rate not exceeding 5% of the net profits of the Company, subject to a ceiling of 36 months' salary and subject also to the overall ceilings laid down in section 197 read with section 198 of the Companies Act, 2013.
- f) **Minimum remuneration:** Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. Purshottam R. Agarwal, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the maximum as laid down in Section II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration. As the terms of re-appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act.

The Board of Directors recommends the said resolution for your approval.

Except Mr. Purshottam Agarwal and relatives of Mr. PURSHOTTAM R. AGARWAL, none of the other Directors, Key Managerial Personnel are in any concerned or interested in this resolution.

Item No.5:

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Kiran J. Mehta & Co., Cost Accountants as the Cost Auditors of the Company to audit the cost accounts/ cost records of the Company for the financial year 2016-17 on a remuneration of Rs.34,270/- (apart from reimbursement of out of pocket expenses and applicable taxes).

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Audit and Record) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company. Accordingly, consent of the members is sought for approval and ratification of the remuneration payable to the Cost Auditors for the financial year 2016-17.

The Board of Directors recommends the said resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in this resolution.

Item No.6:

As per Section 88 of the Companies Act, 2013 ('Act') the following registers are required to be kept and maintained by a company:

- (i) Register of Members;
- (ii) Register of debenture holders; and
- (iii) Register of any other security holders.

As per provisions of Section 94(1) and other applicable provisions of the Act, the aforementioned registers maintained by the Company under Section 88 of the Act and copies of the annual returns filed under Section 92 of the Act, are required to be kept and maintained at the Registered Office of the Company. However, such registers or copies of returns may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the Company and the Registrar has been given a copy of the proposed special resolution in advance.

Your Company's Registrar and Share Transfer Agent M/s. Bigshare Services Pvt. Ltd., having its office at **E/2 Ansa Industrial Estate, Saki -Vihar Road, Sakinaka, Andheri (E), Mumbai-400 072** is providing depository related services for the shares held in electronic mode and also acting as the Share Transfer Agent for the shares held in physical mode.

Hence, the approval of the members is sought in terms of Section 94(1) of the Act for keeping all or any of the aforementioned registers and returns at the office of M/s. Bigshare Services Pvt. Ltd., having its office at **E/2 Ansa Industrial Estate, Saki -Vihar Road, Sakinaka, Andheri (E), Mumbai-400 072** or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company. The Company affirms that more than one-tenth of its members reside in and around Ahmedabad i.e. the place at which the registers and returns are proposed to be kept and maintained.

A copy of the proposed special resolution set out above will be delivered to the concerned Registrar of Companies in advance.

The Board of Directors recommends the said resolution for your approval as Special Resolution.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in this resolution.

DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING [Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. PURSHOTTAM R. AGARWAL
Directors Identification Number [DIN]	00396869
Date of Birth	18.05.1967
Date of appointment on the Board	04.12.2009
Qualifications	Graduate
Directorship held in other Public Companies (excluding foreign, private and Section 8 companies)	2
Memberships/ Chairmanships of Committee of other public companies (includes only Audit Committee & Stakeholders' Relationship Committee)	Nil
Number of shares held in the Company	1807581
Expertise in Specific Area	Production and Accounts

On behalf of the Board
For, SHREE BHAVYA FABRICS LIMITED

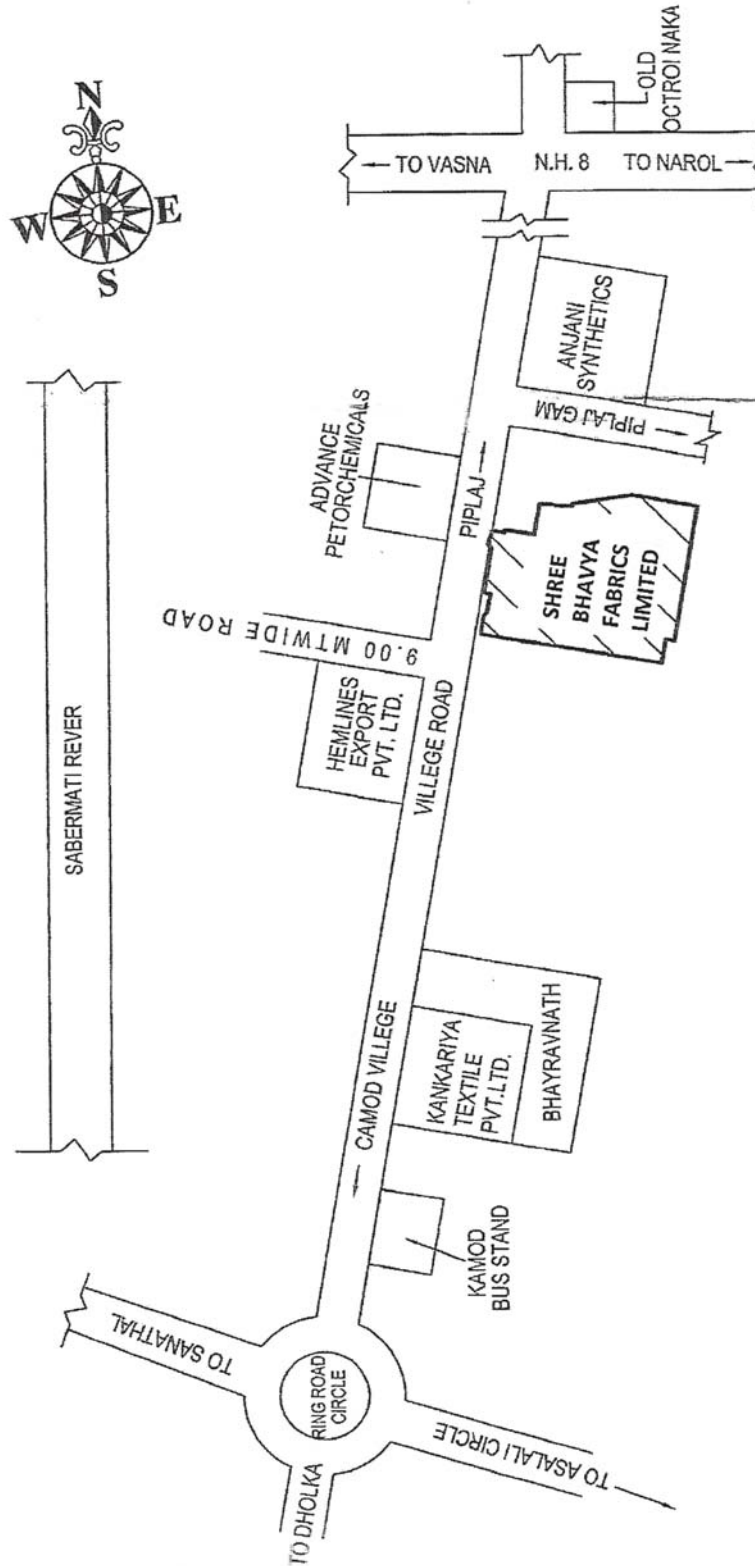
PLACE: AHMEDABAD.

DATE: 12.08.2016

[PURSHOTTAM R. AGARWAL]
DIN: 00396869
CHAIRMAN & MD

Road Map to the 28th AGM Venue

Venue: Survey No. 170, Opp. Advance Petrochem Ltd, Pirana Road, Piplej, Ahmedabad-382405, Gujarat, India



DIRECTORS' REPORT

To the Members,

Your Directors have great pleasure in presenting the Twenty Eighth Annual Report together with the Audited statements of Accounts of your Company for the financial year ended on 31st March, 2016.

FINANCIAL SUMMARY

The Highlights of the financial performance of the Company during the period ended March 31, 2016:

[Rupees in Lacs]

Particulars	Financial Year 2015-16	Financial Year 2014-15
Revenue from operations (Gross)	22219.82	24593.83
Less: Excise duty	0	0
Revenue from operations (Net)	22219.82	24593.83
Other income	42.18	31.74
Total Revenue	22262.00	24625.57
Expenses		
(a) Cost of materials consumed	16086.91	18321.52
(b) Purchases of stock-in-trade	93.61	5.19
(c) Changes in inventories of FG, WIP & Stock-in-Trade	-787.34	-228.95
(d) Employee benefits expense	386.42	323.87
(e) Finance costs	848.67	858.12
(f) Depreciation and amortization expense	276.89	251.80
(g) Other expenses	5289.20	5037.07
Total Expenses	22194.36	24568.63
Profit/ (Loss) before tax	67.64	56.95
Tax expense:		
(a) Current tax expense	22.89	13.52
(b) Deferred tax	-0.36	2.79
(c) Prior Period Adjustment	5.34	0
Profit / (Loss) for the year	39.76	40.63
Earnings per share (face value Rs.10/-) Basic & Diluted	0.42	0.43

OPERATIONS REVIEW:

The Company's total revenue from operations during the financial year ended 31st March 2016 were Rs.22262.00 Lacs as against Rs.24625.57 Lacs of the previous year representing decrease of approximately about 9.60% over the corresponding period of the previous year with total expenses of Rs.22194.36 lacs (previous year of Rs. 24568.63 lacs). The Company has made Net Profit of Rs.39.76 Lacs as against Rs. 40.63 Lacs of the previous year after considering Depreciation and Provision for Tax and other adjustments representing a decrease of approximately about 2.14% over the corresponding period of the previous year.

The EPS of the Company for the year 2015- 2016 is Rs. 0.42. The Company is looking forward to infuse additional working capital in the business of the Company in order to carry out the operation of the Company smoothly.

DIVIDEND:

No dividend has been recommended in respect of the financial year ended 31st March, 2016 and the entire surplus be ploughed back to the business to meet the needs for additional finance for capital expenditure.

EXPORTS

During the financial year, the Company has achieved export sales of Rs.2989875Lacs (previous year of Rs.0).

FIXED DEPOSIT:

The Company has neither accepted nor invited any deposit from public, falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

SHARE CAPITAL:

During the year under review there is no change in share capital of the Company.

- The Authorised Share Capital of the Company as at 31st March, 2016 stood at Rs.10,00,00,000/- and
- The Paid-up Equity Share Capital of the Company as at 31st March, 2016 stood at Rs.9,50,00,000/-.

SUBSIDIARY, JOINT VENTURE (JV) AND ASSOCIATES COMPANIES

During the year under review, the Company does not have any Subsidiary, Joint Venture (JV) or Associates Company.

DIRECTORS:

In terms of the provision of Section 149 of the Companies Act, 2013 and Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Company shall have at least one Woman Director on the Board of the Company. Our Company has Mrs. Vaishali Soni as Director on the Board of the Company since 24.07.2015, who is presently the Non-Executive Independent Director of our Company.

As per the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Purshottam Agarwal shall retire at the ensuing Annual General Meeting and being eligible for re-appointment, offers himself for re-appointment.

The Board of Directors of your Company, at their meeting held on 12.08.2016 has approved the re-appointment of Mr. Purshottam Agarwal as Managing Director of the Company w.e.f. 01st January, 2017 for further period of Five (5) years subject to approval of shareholders. Accordingly, the approval of shareholders is being sought for his re-appointment as a Managing Director of the Company for the period of Five (5) years.

Details of Director seeking re-appointment as required under the Listing Regulations are provided in the Notice forming part of this Annual Report. Their re-appointments are appropriate and in the best interest of the Company.

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions of the Independent Directors are incorporated on the website of the Company www.shreebhavyafabrics.com

KEY MANAGERIAL PERSONNEL (KMP)

Mr. PURSHOTTAM R. AGARWAL, Chairman and Managing Director, Ms. Jyoti N. Devnani, Company Secretary and Mr. Kishan M. Yadav, Chief Financial Officer of the Company are the Key Managerial Personnel as per the provisions of the Companies Act, 2013

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

Regular Board Meetings are held once in a quarter, inter-alia, to review the quarterly results of the Company.

During the year under review 7 (seven) Board Meetings were convened and held on 14.05.2015, 15.06.2015, 24.07.2015, 25.07.2015, 12.08.2015, 07.11.2015 and 08.02.2016. The intervening gap between the two meetings was within the period prescribed under the Companies Act, 2013.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

Information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo, required under Section 134 (3) (m) of the Companies Act, 2013 forms part of this Annual Report as **Annexure-I**.

EXTRACT OF ANNUAL RETURN

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014 the extract of the Annual Return as on 31st March, 2016 in Form MGT-9 forms part of this Annual Report as **Annexure-II**.

CORPORATE GOVERNANCE REPORT: Not Applicable

As per Regulation 27(2) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, read with, Clause 15 of Chapter IV SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 [earlier Clause 49 of Listing Agreement and as per criteria 1.a of the SEBI Circular CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014] the Paid up capital of the Company was less than Rs. 10 crores i.e. Rs. 95,000,000 and the Networth was less than Rs. 25 Crores i.e. Rs. 244,459,029 as on the last day of the previous financial year i.e. 31st March, 2015.

During the year 2015-2016 the paid up capital remained same and the Net Worth was also less than 25 Crore i.e. the Paid up capital was Rs. 95,000,000 and the Networth was Rs. 248,435,274 as on the last day of the previous financial year i.e. 31st March, 2016.

Therefore the Corporate Governance Report is not applicable to the company.

MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report for the financial year under review as stipulated under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in the separate section forming part of this Annual Report.

INSURANCE

Assets of your Company are adequately insured against various perils.

MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of financial year as on 31st March, 2016 and the date of Director's Report i.e. 12.08.2016.

LISTING WITH STOCK EXCHANGE:

The Company confirms that it has paid the Annual Listing Fees for the year 2016-17 to BSE where the Company's Shares are listed.

COMMITTEES OF THE BOARD OF DIRECTORS

Your Company has several Committees which have been established as part of the best Corporate Governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Company has following Committees of the Board of Directors:

- Audit Committee
- Stakeholder's Grievances and Relationship Committee
- Nomination and Remuneration Committee
- Independent Directors Committee
- Risk Management Committee

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Company has a Nomination and Remuneration Committee. The Committee reviews and recommend to the Board of

Directors about remuneration for Directors and Key Managerial Personnel and other employee up to one level below of Key Managerial Personnel. The Company does not pay any remuneration to the Non-Executive Directors of the Company nor sitting fee for attending the Meetings of the Board of Directors and Committees of the Board. Remuneration to Executive Directors is governed under the relevant provisions of the Act and approvals.

The Company has devised the Nomination and Remuneration Policy for the appointment, re-appointment and remuneration of Directors, Key Managerial. All the appointment, re-appointment and remuneration of Directors and Key Managerial Personnel are as per the Nomination and Remuneration Policy of the Company.

VIGIL MECHANISM

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company www.shreebhavyafabrics.com.

RISK MANAGEMENT :

The Company is aware of the risks associated with the business. It regularly analyses and takes corrective actions for managing/ mitigating the same.

The Company has framed a formal Risk Management Framework for risk assessment and risk minimization which is periodically reviewed to ensure smooth operation and effective management control. The Audit Committee also reviews the adequacy of the risk management framework of the Company, the key risks associated with the business and measure and steps in place to minimize the same.

SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the financial year 2015-16, the Company has not received any complaints on sexual harassment.

BOARD DIVERSITY

None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164(2) of the Companies Act, 2013.

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, Composition of the Board and Committees, culture, execution and performance of specific duties, obligation and governance.

The performance evaluation of the Independent Directors was completed.

During the financial year under review, the Independent Directors met on 9th February, 2016 inter-alia, to discuss:

- Performance evaluation of Non Independent Directors and Board of Directors as a whole;
- Performance evaluation of the Chairman of the Company;
- Evaluation of the quality of flow of information between the Management and Board for effective performance by the Board.

The Board of Directors expressed their satisfaction with the evaluation process.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The details of Loans, Guarantees or Investments covered under the provisions of section 186 of the Companies Act, 2013 made during the year under review are disclosed in the financial statements.

PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:

Remuneration Ratio of Directors/ KMP/ Employees:

Name	Designation	Remuneration Paid		Increase in remuneration from previous year	Ratio/ Times per Median of employee remuneration
		FY 2015-16 (Rs.)	FY 2014-15 (Rs.)		
PURSHOTTAM R. AGARWAL	CMD	2500000	2500000	Nil	10.42
Jyoti N. Devnani	CS	158800	0	Nil	0.66
Kishan M. Yadav	CFO	0	0	Nil	0

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:

- a) Employed throughout the year : Nil
 b) Employed for part of the year : Nil

The number of permanent employees on the rolls of Company: 115 as on 31 March, 2016.

The remuneration paid to all Key management Personnel was in accordance with remuneration policy adopted by the Company.

PARTICULAR OF EMPLOYEES

The information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In term of Section 136 of the Companies Act, 2013, the Report is being sent to all shareholders and others entitled thereto, excluding the aforesaid information and the said particulars are available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company. The members interested in obtaining such particulars may write to the Company Secretary.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the related party transactions that were entered during the financial year were in the Ordinary course of business of the Company and were on arm's length basis. There were no materially significant related party transactions entered by the Company with its Promoters, Directors, Key Managerial Personnel or other persons which may have potential conflict with the interest of the Company.

All Related Party transactions are placed before the Audit Committee for approval, wherever applicable. Prior omnibus approval for normal business transactions is also obtained from the Audit Committee for the related party transactions which are of repetitive nature and accordingly the required disclosures are made to the Committee on quarterly basis in terms of the approval of the Committee.

The policy on Related Party Transactions as approved by the Board of Directors is uploaded on the website of the Company www.shreebhavyafabrics.com

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, as prescribed in **Form AOC-2. Annexure III**

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has laid down the set of standards, processes and structure which enables to implement internal financial control across the Organization and ensure that the same are adequate and operating effectively. To maintain the objectivity and independence of Internal Audit, the Internal Auditor reports to the Chairman of the Audit Committee of the Board.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with the operating systems, accounting procedures and policies of the Company. Based on the report of Internal Auditor, the process owners undertake the corrective action in their respective areas and thereby strengthen the Control. Significant audit observation and corrective actions thereon are presented to the Audit Committee of the Board.

AUDITORS**Statutory Auditors:**

M/s. Nahta Jain & Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 106801W), was appointed as the Statutory Auditors of the Company, to hold the office from the conclusion of the 27th Annual General Meeting (AGM) to the conclusion of the 32th Annual General Meeting (AGM), subject to ratification of the appointment by the members at every Annual General Meeting. The Company has received the consent from the Auditors and confirmation to the effect that they are not disqualified to be appointed as the Auditors of the Company in the terms of the provisions of the companies Act, 2013 and the rules made thereunder.

Accordingly, the Board of Directors had recommended the ratification of appointment of M/s. Nahta Jain & Associates, Chartered Accountants, Ahmedabad as the Statutory Auditors of the Company to hold the office from the ensuing AGM till the conclusion of the next AGM on such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors.

Internal Auditors:

M/s. Kamal M. Shah & Co., Chartered Accountants, Ahmedabad has been appointed as Internal Auditors of the Company. Internal Auditors are appointed by the Board of Directors of the Company on a yearly basis, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the Internal Audit of the Company, to the Audit Committee on a quarterly basis. The scope of internal audit is approved by the Audit Committee.

Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed Mr. Mukesh H. Shah, Practising Company Secretary of Ahmedabad to undertake the Secretarial Audit of the Company for the financial year 2015-16. The Report of the Secretarial Audit is annexed to this Annual Report as **Annexure-IV**.

Cost Auditors

Our Company has appointed M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad as Cost Auditor of the Company to audit the cost accounts for the financial year 2016-17.

As per Section 148 read with Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 the Board of Directors of the Company has appointed M/s. Kiran J. Mehta & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2016-17 on the recommendations made by the Audit Committee subject to the approval of the Central Government.

The remuneration proposed to be paid to the Cost Auditors, subject to the ratification by the members at the ensuing Annual General Meeting, would be Rs.34,270/- (apart from reimbursement of out of pocket expenses and applicable taxes, if any).

Statutory Auditor's Report:

The Statutory Auditors' Report on the accounts of the Company for the accounting year ended 31st March, 2016 is self-

explanatory and do not call for further explanations or comments that may be treated as adequate compliance of Section 134 of the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT:

As stipulated in Section 134(3)(c) read with sub section 5 of the Companies Act, 2013, Directors subscribe to the "Directors' Responsibility Statement", and confirm that:

- a) In preparation of annual accounts for the year ended 31st March, 2016, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts for the year ended 31st March, 2016 on going concern basis.
- e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

General:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of Equity Shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

ACKNOWLEDGEMENT:

Your Directors would like to express their appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company.

**For and on behalf of the Board
For, SHREE BHAVYA FABRICS LIMITED**

PLACE: AHMEDABAD.

DATE: 12.08.2016

[PURSHOTTAM R. AGARWAL]

DIN: 00396869

CHAIRMAN & MD

ANNEXURE- I

The information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo, required under Section 134 (3) (m) of the Companies Act, 2013 are as under:

A. CONSERVATION OF ENERGY:

Energy Conservation Measures Taken

Conservation of Energy has always been an area of priority in the Company's operations. The Company is in the process of installation of energy efficient machinery. Further, details of power and fuel consumption have been mentioned in the Notes to the financial statements.

B. RESEARCH & DEVELOPMENT:

The Company has no specific Research & Development Department. However, the Company has Quality Control Department to check the quality of different product manufactured.

C. TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION:

The Company always keeps itself updated with all latest technological innovations by way of constant communications and consulting. Efforts are being made to reduce cost and to improve performance.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO:

[Rupees in Lacs]

Foreign Exchange Earnings and Outgo	2015-16	2014-15
a) Foreign exchange earnings	29.89	Nil
b) CIF Value of imports	0	Nil
c) Expenditure in foreign currency	0	Nil

On behalf of the Board of Directors
For, SHREE BHAVYA FABRICS LIMITED

PLACE: AHMEDABAD.

DATE: 12.08.2016

[PURSHOTTAM R. AGARWAL]

DIN: 00396869

CHAIRMAN & MD

Annexure II
Form No. MGT -9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

i) CIN	L17119GJ1988PLC011120
ii) Registration Date	16/08/1988
iii) Name of the Company	SHREE BHAVYA FABRICS LIMITED
iv) Category / sub Category of the Company	Company Limited by Shares Non-Government Company
v) Address of Regd. Office and Contact details	Registered Address :- Survey No. 170, Opp. Advance Petrochem Limited, Pirana Road, Piplej, Ahmedabad - 382405 Email id : csjd7bhavyafabrics@gmail.com
vi) Whether listed Company	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	BIGSHARE SERVICES PRIVATE LIMITED E/2 Ansa Industrial Estate, Saki -Vihar Road, Sakinaka, Andheri (E), Mumbai-400 072 Contact No. 022 2847 5207 Email: bssahd@bigshareonline.com website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	fabric, Grey Fabrics (manufactures textiles, fabricated and home textiles)	17121	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : - NOT APPLICABLE

Sl. No.	Name and Address of the Company.	CIN / GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year (1.4.2015)				No. of Shares held at the end of the year (1.4.2016)				% Change
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Promoters									
1	Indian									
a	Individual/HUF	2259180	0	2259180	23.78	2294180	0	2294180	24.15	0.37
b	Central Govt.									
c	State Govt.(s)									
d	Bodies Corp.	2196495	0	2196495	23.12	2196495	0	2196495	23.12	0.00
e	Banks / FI									
f	Any Other									
	Sub-total (A) (1):-	4455675	0	4455675	46.90	4490675	0	4490675	47.27	0.37
2	Foreign									
a	NRIs-Individuals									
b	Other-Individuals									
c	Bodies Corp.									
d	Banks/ FI									
e	Any Other									
	Sub-total (A) (2):-									
	Total SH of Promoter (A)=(A)(1)+(A)(2)	4455675	0	4455675	46.90	4490675	0	4490675	47.27	0.37
B	Public Shareholding									
1	Institutions									
a	Mutual Funds									
b	Banks / FI									
c	Central Govt									
d	State Govt(s)									
e	Venture Capital Funds									
f	Ins. Companies									
g	FIs									
h	Venture Capital Funds									
i	Others									
	Sub-total (B) (1):-									
2	Non-Institutions									
a	Bodies Corp.	587008	148900	735908	7.75	229216	148900	378116	3.98	-3.77
i	Indian									
ii	Overseas									
b	Individuals									
i	holding shares upto Rs.1 lakh	878056	655045	1533101	16.14	868788	650745	1519533	16.00	-0.14
ii	holding shares above Rs.1 lakh	2649100	86000	2735100	28.79	2988558	86000	3074558	32.36	3.57
c	Any Other (specify)									
c-i	Non-Resident Repatriates	39556	0	39556	0.42	36556	0	36556	0.38	-0.04
c-ii	Non Resident Non Repatriates	560	0	560	0.01	560	0	560	0.01	0.00
d	Others	100	0	100	0.00	2	0	2	0.00	0.00
	Sub-total (B) (2):-	4154380	889945	5044325	53.10	4123680	885645	5009325	52.73	-0.37
	Total Public SH	4154380	889945	5044325	53.10	4123680	885645	5009325	52.73	-0.37
	[(B)=(B)(1)+(B)(2)]									
c	Shares held by Custodian for GDRs & ADRs									
	Grand Total (A+B+C)	8610055	889945	9500000	100.00	8614355	885645	9500000	100.00	0.00

ii) Shareholding of Promoters

Sl. No.	Name of the Shareholder's	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding During the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Prurshottam R. Agarwal	1807581	19.03	19.03	1807581	19.03	19.03	0.00
2	G-2 International Export Ltd.	1710895	18.01	0.00	1710895	18.01	0.00	0.00
3	Balhanuman Fabrics Pvt. Ltd.	458600	4.83	0.00	458600	4.83	0.00	0.00
4	Anurag R Agarwal	153900	1.62	0.00	153900	1.62	0.00	0.00
5	Purshottam R Agarwal HUF	141949	1.49	0.00	141949	1.49	0.00	0.00
6	Tilokchand And Sons	48649	0.51	0.00	48649	0.51	0.00	0.00
7	Somnadevi P Agarwal	76954	0.81	0.00	111954	1.18	0.00	0.37
8	Somnadevi Purshottam Agarwal	29897	0.31	0.00	29897	0.31	0.00	0.00
9	Balhanuman Fabrics Pvt. Ltd.	27000	0.28	0.00	27000	0.28	0.00	0.00
10	Nirmaladevi R Agarwal	250	0.00	0.00	250	0.00	0.00	0.00
	TOTAL	4,455,675	46.90	19.03	4,490,675	47.27	19.03	0.37

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares	No. of shares	% of total
At the beginning of the year	4455675	46.90		
Increase : changes during the year 29.04.2015	35000	0.37	4490675	47.27
At the End of the year	4490675	47.27	4490675	47.27

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of the shareholders	Shareholding at the beginning of the year as on 1.4.2015		Change in share holding during the year		Shareholding at the end of the year as on 31.3.2016	
		No. of shares	% of total shares	No. of shares	% of total shares	No. of shares	% of total
1	Vikas Agarwal	475000	5.00	0	0.00	475000	5.00
2	Gopalkrishna Narendrakumar Goyal	344718	3.63	0	0.00	344718	3.63
3	Ria Nimesh Shah	200847	2.11	0	0.00	200847	2.11
4	Sangeetha S	151879	1.6	1912	0.02	153791	1.62
5	Arora S Harmindersingh GU Rumukhsingh	152039	1.60	0	0.00	152039	1.60
6	Richi Manojkumar Jain	143183	1.51	287	0.00	143470	1.51
7	Harmindersingh Gurumukhsingh Arora	0	0	0	0.00	139506	1.47
8	Pavankumar Satyanarayan Agarwal	0	0	0	0.00	130360	1.37
9	Sachin Dhoot	0	0	0	0.00	125000	1.32
10	Gautam Hansraj Gouthi	120729	1.27	0	0.00	120729	1.27
11	Mrunal Agency And Financials pvt. Ltd	120000	1.26	0	0.00	120000	1.26
12	Ambrosia Fabrics Pvt Ltd	105917	1.11	0	0.00	105917	1.11
13	Master Capital Services Ltd	192507	2.03	0	0.00	0	0.00
	Total	2006819	21.12	2199	0.02	2211377	23.27

v. Shareholding of Directors and Key Managerial personnel

Sl. No.	Name of the Directors/ KMP	Shareholding at the beginning of the year as on 1.4.2015		Shareholding at the end of the year as on 31.3.2016	
		No. of shares	% of total shares	No. of Shares	% of total shares
1	Purshottam R Agarwal				
	At the beginning of the year	1807581	19.03	1807581	19.03
	Date wise Increase / Decrease in Shareholding during the year.	0	0	0	0.00
	At the End of the year			1807581	19.03

Others Directos not holding shares of the Company.

V. Indebtedness (Rs.in lakhs)

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

Particulars	Secured Loan excluding deposits	Unsecured Loan	Deposits*	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	529938322	46484607	Nil	576422929
ii) Interest due but not paid	917047	0	Nil	917047
iii) Interest accrued but not due	0	0	Nil	0
Total (i+ii+iii)	530855369	46484607	Nil	577339976
Change in Indebtedness during the financial year				
Addition		4623017	Nil	4623017
Reduction	46999955		Nil	-46999955
Net Change Indebtedness	0	0	Nil	0
At the end of the financial year				
i) Principal Amount	483855414	51107625	Nil	534963039
ii) Interest due but not paid	0	0	Nil	
iii) Interest accrued but not due	0	0	Nil	0
Total (i+ii+iii)	483855414	51107625	Nil	534963039

VI. Remuneration of Directors and Key Managerial Personnel**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/Manager/Director			Total Amount
		P.R. Agarwal (MD)			
1	Gross Salary				
a	Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	2500000			2500000
b	Value of perquisites u/s 17(2) Income tax Act, 1961				
c	Profits in lieu of salary under section 17(3) Income tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as a % of profit				
	others (specify)				
5	Others, please specify: Retirement Benefits				
	Total (A)	2500000			2500000
	Ceiling as per the Act	As per Schedule V of the companies Act, 2013			

B. Remuneration to other directors: Not Applicable

Sl. No.	Particulars of Remuneration	Name of the other Directors			Total Amount
1	Independent Directors				
	Fee for attending board / committee meetings				
	Commission				
	Others, please specify				
	Total 1				
2	Other Non Executive Directors				
	Fee for attending board / committee meetings				
	Commission				
	Others, please specify				
	Total 2				
	Total (B)=(1+2)				
	Total Managerial Remuneration				
	Total Remuneration (A+B)				
	Overall Ceiling as per the Act				

C. Remuneration to key managerial personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
1	Gross Salary	CEO	CFO	Company Secretary	
a	Salary as per provisions contained in section 17(1) of the Income tax Act, 1961			158800	158800
b	Value of perquisites u/s 17(2) Income tax Act, 1961				
c	Profits in lieu of salary under section 17(3) Income tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as a % of profit				
	others (specify)				
5	Others, please specify: Retirement Benefits				
	Total			158800	158800

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: Not Applicable

Type	Section of the Companies Act	Brief Description	Details of penalty/ punishment/ compounding fee imposed	Authority [RD/NCLT/ Court]	Appeal made if any (give details)
A. Company					
- Penalty					
- Punishment					
- Compounding					
B. Directors					
- Penalty					
- Punishment					
- Compounding					
C. Other officer in default					
- Penalty					
- Punishment					
- Compounding					

FORM NO. AOC-2

ANNEXURE- III

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

SHREE BHAVYA FABRICS LIMITED has not entered into any contract/ arrangement/ transaction with its related parties which are not in ordinary course of business or at arm's length during FY 2015-16. The Company has laid down policies and procedures so as to ensure compliance to the subject section in the Companies Act, 2013 and the corresponding Rules. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

(a)	Name(s) of the related party and nature of relationship	: NA
(b)	Nature of contracts/arrangements/transactions	: NA
(c)	Duration of the contracts / arrangements/transactions	: NA
(d)	Salient terms of the contracts or arrangements or transactions including value, if any	: NA
(e)	Justification for entering into such contracts or arrangements or transactions	: NA
(f)	Date(s) of approval by the Board	: NA
(g)	Amount paid as advances, if any	: NA
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	: NA

2. Details of material contracts or arrangement or transactions at arm's length basis:

(a)	Name(s) of the related party and nature of relationship	: NA
(b)	Nature of contracts / arrangements / transactions	: NA
(c)	Duration of the contracts / arrangements / transactions	: NA
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	: NA
(e)	Date(s) of approval by the Board, if any	: NA
(f)	Amount paid as advances, if any	: None

On behalf of the Board of Directors
For, SHREE BHAVYA FABRICS LIMITED

PLACE: AHMEDABAD.

DATE: 12.08.2016

[PURSHOTTAM R. AGARWAL]

DIN: 00396869

CHAIRMAN & MD

Annexure - IV**MR-3****SECRETARIAL AUDIT REPORT****For the financial year ended March 31, 2016****[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]**

To the Members,

SHREE BHAVYA FABRICS LIMITED

S.No.170, Opp. Advance Petrochem Limited,

Pirana Road, Piplej

Ahmedabad-382405, Gujarat, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shree Bhavya Fabrics Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the management, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and maintained by the Company for the financial year ended on 31st March, 2016 and made available to us according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder as applicable; except following:
As confirmed by management that the Company has accepted deposits by way of unsecured loan from promoters, their relatives and friends in pursuance of a stipulation of the Bank.
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015, as amended from time to time;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the audit period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the audit period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the audit period);

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the audit period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the audit period);
- (vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company are:
- (a) Payment of Wages Act, 1936, and rules made thereunder;
 - (b) The Minimum Wages Act, 1948, and rules made thereunder
 - (c) Environment Act (Protection) , 1986
 - (d) Factories Act ,1948
 - (e) Employees Provident Funds & Misc. Provisions Act
 - (f) The Employees' State Insurance Act

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (effective from 01st July, 2015);
- (ii) The Listing Agreement clauses till 30th November, 2015 and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.e.f. 01st December, 2015.

During the period under review the Company has generally complied with the all material aspects of applicable provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations noted against each legislation.

We further report that:

- a) The Compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.
- b) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- c) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- d) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For, MUKESH H. SHAH & CO.
Company Secretaries

Place : Ahmedabad

Date : 12.08.2016

[MUKESH H. SHAH]
PROPRIETOR
CP. NO. 2213

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

ANNEXURE- A

To the Members,

SHREE BHAVYA FABRICS LIMITED

S.No.170, Opp. Advance Petrochem Limited,

Pirana Road, Piplej

Ahmedabad-382405, Gujarat, India

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, MUKESH H. SHAH & CO.

Company Secretaries

Place : Ahmedabad

Date : 12.08.2016

[MUKESH H. SHAH]

PROPRIETOR

CP. NO. 2213

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the management discussion and analysis report for the year ended on March 31, 2016.

1. INDUSTRY STRUCTURE, DEVELOPMENT:

During the period under the review, the Company had been operating in Textile activities i.e. cloth processing.

The textile sector has always been an important part of people's lives in India. The textile industry in India is one of the oldest manufacturing sectors in the country and is currently it's largest. Textile machinery and accessories have been identified as core sectors under Make In India campaign there has not been any measures for this sector either today, 45% of textile machine accessories requirement is met by domestic producers & 55% through imports. The government has been pushing for indigenous production through 'Make in India' campaign to bring down imports.

2. OPPORTUNITIES & THREATS:

The Government is committed to encourage the healthy growth of Capital Market for development of the Economy. While the government seems committed to reforms to address the challenges, political compromises and high populist spending in an election year will mean that tough decisions are more likely to be deferred. However, steps by RBI to stabilize the exchange rate by reducing liquidity support to the banking system will create a challenging environment for investments.

3. SEGMENT-WISE PERFORMANCE:

The Company's main business activity is textile and its related activities which fall under single reportable segment i.e. 'Textiles'. The Company has majorly focused on quality and production.

4. OUTLOOK:

The Company continues to explore the possibilities of expansion and will make the necessary investments when attractive opportunities arise.

5. RISK & CONCERNS:

The Company is exposed to specific risks that are particular to its business, including interest rate volatility, economic cycle, market risk and credit risk. The management continuously assesses the risks and monitors the business and risk management policies to minimize the risk.

6. INTERNAL CONTROL SYSTEMS & THEIR ADEQUEACY:

The Company's operating and business control procedures ensure efficient use of resources and comply with the procedures and regulatory requirements. There are adequate internal controls to safeguard the assets and protect them against losses from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly.

The Audit Committee periodically reviews the internal controls systems and reports their observations to the Board of Directors.

The Directors have appointed M/s. Kamal M. Shah & Co, Chartered Accountants as the Internal Auditors of the Company for the FY 16-17.

7. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year, the Company has recorded a turnover of Rs.22262.00 Lacs as compared to Rs.24625.57 Lacs in the previous year. The Company has made net profit of Rs.39.76 Lacs as compared to Rs.40.63 Lacs of the previous year after providing depreciation, tax, etc. for the year ended 31st March, 2016.

8. HUMAN RESOURCE DEVELOPMENT:

The Company believes that the human resources are vital in giving the Company a Competitive edge in the current business environment. The Company's philosophy is to provide congenial work environment, performance oriented work culture, knowledge acquisition / dissemination, creativity and responsibility. As in the past, the Company has enjoyed cordial relations with the employees at all levels.

The Company continues to run an in-house training program held at regular intervals and aimed at updating their knowledge about issues.

9. CAUTIONERY STATEMENT:

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

**For and on behalf of the Board
For, SHREE BHAVYA FABRICS LIMITED**

PLACE: AHMEDABAD.

DATE: 12.08.2016

[PURSHOTTAM R. AGARWAL]

DIN: 00396869

CHAIRMAN & MD

CERTIFICATION BY CEO AND CFO OF THE COMPANY

We, PURSHOTTAM R. AGARWAL, Chairman & Managing Director and Mr. KISHAN M. YADAV, Chief Financial Officer responsible for the finance function certify that:

- a) We have reviewed the financial statements and cash flow statement for the financial year ended 31st March, 2016 to the best of our knowledge and belief:
 - I. These statements do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading.
 - II. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2015-16, which are fraudulent, illegal or violate the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company for such reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls, of which we are aware of and the steps taken and/or proposed to be taken to rectify these deficiencies.
- d)
 - i) Significant changes in internal control over financial reporting during the year.
 - ii) Significant change in accounting policies during the year requiring disclosure in the notes to the financial statements.
 - iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

[PURSHOTTAM R. AGARWAL]
Chairman & Managing Director

[KISHAN M. YADAV]
Chief Financial Officer

Place : Ahmedabad

Date : 12.08.2016

Independent Auditors' Report

To the Members of

M/S. SHREE BHAVYA FABRICS LIMITED

(FORMERLY KNOWN AS ANJANI DHAM INDUSTRIES LIMITED)

Report on the Financial Statements

We have audited the accompanying financial statements of **M/S. SHREE BHAVYA FABRICS LIMITED (FORMERLY KNOWN AS ANJANI DHAM INDUSTRIES LIMITED)** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies; making judgements and estimates that are responsible and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity

with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The balance sheet, the statement of profit and loss and the cash flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the companies (Accounts) Rules, 2014;
 - e) On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report express an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations for which provision have not been made which would impact its financial position.
 - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

As per our Report of Even Date
For and on Behalf of
For, Nahta Jain & Associates
Chartered Accountants
Firm Regn. No. 106801W

Place : Ahmedabad
Date : 30/05/2016

(CA. Gaurav Nahta)
Partner
M. No. 116735

Annexure “A” to the Independent Auditor’s Report

The Annexure referred to in our Independent Auditor’s Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that;

(i) In respect of Fixed Assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As per the information and explanations given to us, all the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) In respect of Inventory:

- (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable. As informed to us there were no material discrepancies noticed on verification between the physical stocks and the book records and any discrepancies found has been properly dealt within the books of accounts.
- (iii) The company has granted loan, unsecured loan to one company covered in the register maintained u/s. 189 of the Companies Act :
- (a) Receipt of the principal amount and interest are also regular.
 - (b) In respect of the said loans and interest thereon, there are no overdue amounts.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v) According to the information and explanation given to us, the company has not accepted any deposit from the public during the year. Therefore the provisions of clause (v) of paragraph 3 of the order are not applicable to the company.
- vi) The central government has prescribed maintenance of cost records under section 148(1)(d) of the companies act 2013 in respect of certain manufacturing activities of the company. Company has obtained cost audit report for the financial year 2014-15 during the year. We have broadly reviewed the accounts and records of the company in this connection and are of the opinion, that prima facie, the prescribed accounts and records have been made and maintained. We have not, however carried out detailed examination of the same.
- vii)
- (a) The company is generally regular in depositing the undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Wealth Tax, Sales Tax, Custom Duty, Excise Duty, Service Tax, Value Added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of afore mentioned dues were outstanding as at 31st March 2016 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, details of statutory dues that have not been deposited on account of dispute and the matters pending before appellate authority are as under:

Sr. No.	Name of The Statute	Nature of Dues	Amount	Forum Where Dispute is Pending	Remark
1.	ITAT	A. Y. 2009-10	Rs. 3,66,745/-	ITATAhmedabad	
2.	CIT (A)	A. Y. 2012-13	Rs. 1,87,140/-	CIT(A) Ahmedabad	

- (viii) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions or banks. As there are no debentures, the question of repayment does not arise.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and in our opinion and according to the information and explanations given to us, the Term loans have been applied for the purpose for which they were obtained.
- (x) According to the information and explanation given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

As per our Report of Even Date
For and on Behalf of
For, Nahta Jain & Associates
Chartered Accountants
Firm Regn. No. 106801W

Place : Ahmedabad
Date : 30/05/2016

(CA. Gaurav Nahta)
Partner
M. No. 116735

Annexure “B” to the Auditors’ Report

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)

We have audited the internal financial controls over financial reporting of **M/S. SHREE BHAVYA FABRICS LIMITED** (“the Company”), as of 31 March, 2016, in conjunction with our audit of the standalone financial statements of the Company for the year ended that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibility include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the ‘Guidance Note’) and the Standards of Accounting, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

As per our Report of Even Date
For and on Behalf of
For, Nahta Jain & Associates
Chartered Accountants
Firm Regn. No. 106801W

Place : Ahmedabad
Date : 30/05/2016

(CA. Gaurav Nahta)
Partner
M. No. 116735

SHREE BHAVYA FABRICS LIMITED
(FORMERLY KNOWN AS ANJANI DHAM INDUSTRIES LIMITED)
(CIN-L17111GJ1988PLC011120)
BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No.	As at 31 st March, 2016 Rs.	As at 31 st March, 2015 Rs.
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	1	95,000,000	95,000,000
(b) Reserves and surplus	2	153,435,274	149,459,029
(c) Money received against share warrants		-	-
		<u>248,435,274</u>	<u>244,459,029</u>
Share application money pending allotment			
		-	-
Non-current liabilities			
(a) Long-term borrowings	3	199,993,289	206,378,039
(b) Deferred tax liabilities (net)		-	-
(c) Other long-term liabilities		-	-
(d) Long-term provisions		-	-
		<u>199,993,289</u>	<u>206,378,039</u>
Current liabilities			
(a) Short-term borrowings	4	322,868,768	351,526,926
(b) Trade payables	5	269,788,196	199,415,104
(c) Other current liabilities	6	282,198,123	266,366,842
(d) Short-term provisions	7	7,002,993	5,833,546
		<u>881,858,080</u>	<u>823,142,418</u>
TOTAL		<u>1,330,286,643</u>	<u>1,273,979,486</u>
ASSETS			
Non-current assets			
(a) Fixed assets			
(i) Tangible assets	8	104,919,856	122,782,648
(ii) Intangible assets		13,430,234	16,448,839
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
		<u>118,350,090</u>	<u>139,231,487</u>
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		2,748,861	2,713,069
(d) Long-term loans and advances	9	10,062,332	8,200,593
(e) Other non-current assets		-	-
		<u>131,161,283</u>	<u>150,145,149</u>
Current assets			
(a) Current investments		-	-
(b) Inventories	10	427,689,468	413,555,546
(c) Trade receivables	11	705,044,210	642,637,550
(d) Cash and cash equivalents	12	30,962,538	32,092,848
(e) Short-term loans and advances	13	35,429,144	35,259,087
(f) Other current assets	14	-	289,306
		<u>1,199,125,360</u>	<u>1,123,834,337</u>
TOTAL		<u>1,330,286,643</u>	<u>1,273,979,486</u>

See accompanying notes forming part of the financial statements

As per our report of even date
For Nahta Jain & Associates
Chartered Accountants
Firm Regn. No. 106801 W

(CA. Gaurav Nahta)
Partner
M.No. 116735

Purshottam R. Agarwal
(Managing Director)
(DIN-00396869)

Jyoti Devnani
(C.S.)

Place : Ahmedabad
Date : 30/05/2016

For and on behalf of the Board of Directors
Shree Bhavya Fabrics Ltd.
Formerly known as Anjani Dham Industries Ltd.

Ramniwas Pandia
(Director)
(DIN-02875168)

Kishan Yadav
(C.F.O.)
Place : Ahmedabad
Date : 30/05/2016

SHREE BHAVYA FABRICS LIMITED
(FORMERLY KNOWN AS ANJANI DHAM INDUSTRIES LIMITED)

(CIN-L17111GJ1988PLC011120)

Statement of Profit & Loss For the year ended 31st March, 2016

Particulars	Note No.	For the year ended 31 st March, 2016 Rs.	For the year ended 31 st March, 2015 Rs.
CONTINUING OPERATIONS			
Revenue from operations (gross)	15	2221982282	2459383161
Less: Excise duty		0	0
Revenue from operations (net)		2221982282	2459383161
Other income	16	4218566	3174288
Total revenue		2226200848	2462557449
Expenses			
(a) Cost of materials consumed	17	1608690779	1832152442
(b) Purchases of stock-in-trade	18	9360628	519137
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	19	-78733503	-22894841
(d) Employee benefits expense	20	38642069	32386606
(e) Finance costs	21	84867073	85812131
(f) Depreciation and amortisation expense	8	27689566	25180208
(g) Other expenses	22	528920306	503707174
Total expenses		2219436918	2456862857
Profit / (Loss) before exceptional and extraordinary items and tax		6763930	5694592
Exceptional items		-	-
Extraordinary items		-	-
Profit / (Loss) before tax		6763930	5694592
Tax expense:			
(a) Current tax expense		2289010	1352320
(b) Deferred tax		-35792	279338
(c) Add/Less : Excess/Short Provision of Income Tax		534467	0
Profit / (Loss) for the year		3976245	4062934
Earnings per equity share of face value of Rs. 10/- each (Previous year Rs. 10/-)			
Basic and diluted (in Rs.)		0.42	0.43

See accompanying notes forming part of the financial statements

As per our report of even date
For Nahta Jain & Associates
Chartered Accountants
Firm Regn. No. 106801 W

(CA. Gaurav Nahta)
Partner
M.No. 116735

Purshottam R. Agarwal
(Managing Director)
(DIN-00396869)

Jyoti Devnani
(C.S.)

Place : Ahmedabad
Date : 30/05/2016

For and on behalf of the Board of Directors
Shree Bhavya Fabrics Ltd.
Formerly known as Anjani Dham Industries Ltd.

Ramniwas Pandia
(Director)
(DIN-02875168)

Kishan Yadav
(C.F.O.)
Place : Ahmedabad
Date : 30/05/2016

SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS

31st March 2016 31st March 2015**1 Share Capital****Authorised Share Capital**

1,00,00,000 (Prev. Yr. 1,00,00,000) Equity Shares of Rs. 10/- each	100000000	100000000
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Issued, Subscribed and fully paid up shares

95,00,000 (P.Y. 9500000) Equity Shares of Rs. 10/- each	95000000	95000000
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95000000	95000000
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a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**Equity Shares**

	31 st March 2016		31 st March 2015	
	No.	Rs.	No.	Rs.
At the beginning of the period	9500000	95000000	9500000	95000000
Issued during the period	0	0	0	0
Outstanding at the end of the period	9500000	95000000	9500000	95000000

b. Terms/rights attached to equity shares

The company has only one class of equity shares having par value of Rs. 10/- (Previous year Rs. 10/-) per share. Each holder of equity shares is entitled to one vote per share.

c. Details of share holders holding more than 5% shares in the company.

	31 st March 2016		31 st March 2015	
	No.	% of holding	No.	% of holding
Purshottam R. Agarwal	1807581	19.03	1807581	19.03
G-2 International Export Ltd.	1710895	18.01	1710895	18.01
Balhanuman Fabrics Pvt. Ltd.	485600	5.11	485600	5.11
Total	4004076	42.15	4004076	42.15

As per records of the company, including its register of share holders/members and other declaration received from the share holders regarding beneficial interest, the above share holding represents both legal and beneficial ownership of shares.

2 Reserves & Surplus31st March 2016 31st March 2015

Securities Premium Account		
Balance as per last financial statement	17366500	17366500
Add: Premium on shares issued during the year	0	0
Closing Balance	17366500	17366500
Capital Reserve		
Balance as per last financial statement	6109750	6109750
Closing Balance	6109750	6109750
Profit & Loss A/c		
Balance as per last financial statement	125982779	122675443
Profit for the year	3976245	4062934
Less: Adjustment relating to Fixed assets (Note no.40)		755598
Closing Balance	129959024	125982779
Total Reserves & Surplus	153435274	149459029

Particulars	31 st March 2016	31 st March 2015
3 Long-term Borrowing		
Secured		
a) India Bulls Housing Finance Ltd.	103320256	110370816
b) Vehicles Loan	100982	343637
c) Working capital Term Loan (BOI)	57565408	68613990
	<u>160986646</u>	<u>179328443</u>
Less:		
Current Maturity of Term Loans	12100982	19435011
	<u>148885664</u>	<u>159893432</u>
1 Loan received from India Bulls are secured by Residential Property of Director and his relative situated at Sub Plot No. 20 & 20/A, Sandhya Co.Op. Housing Society Ltd., Aswavilla Bungalows, B/h Rajpath Club, Thaltej, Ahmedabad. Working Capital Term Loan from Bank of India are secured first pari passu charge as all the chargeable current asset of company. Loan further collateral secured by hypothecation of Plant & Machinery by way of second charge for working limit. The loans are further secured by first pari passu mortgage of factory land & building, owned by Directors or their relatives and by the personal gauranty of directors and their relatives.		
2 Installments falling due in respect of all the above term loans upto 31.03.2017 have been grouped under "Current maturities of long term borrowings." (refer Note 6)		
Unsecured		
Loan From Others	51107625	46484607
	<u>51107625</u>	<u>46484607</u>
	<u>199993289</u>	<u>206378039</u>
4 Short-term Borrowing		
Secured		
a) Bank of Baroda C/C	165584392	192849659
b) Bank of India C/C	157284376	158677267
	<u>322868768</u>	<u>351526926</u>
1 Working capital facilities under the name cash credit, packing credit etc. are secured against hypothecation of all current assets including stock of raw material, stock in process, finished goods, stores & spares, book debt etc. The facilities are further secured by mortgaged of certain immovable properties owned by Directors and their relatives.		
5 Trade Payable		
Payables for Goods	269788196	199415104
	<u>269788196</u>	<u>199415104</u>
6 Other Current Liabilities		
Current Maturities of Long term Borrowing	12100982	19435011
Statutory Dues	3862924	3826148
Payables for Purchase of Fixed Assets	2492102	3984802
Payables for expenses	263742115	239120881
	<u>282198123</u>	<u>266366842</u>
7 Short Term Provisions		
Provision for Income Tax	2289010	1352320
Other Provisions	4713983	4481226
	<u>7002993</u>	<u>5833546</u>

Particulars	31 st March 2016	31 st March 2015
9 Long term Loans & Advances		
Deposits	6180078	6079078
Fixed Deposits held as Security by Govt. Departments & Other Authorities	3882254	2121515
	<u>10062332</u>	<u>8200593</u>
10 Inventories		
(As valued and certified by Management)		
Finished Goods	234713459	159981922
Work in Progress Own	38438684	35716745
Work in Progress Job	6042976	4762949
Raw Material	118831299	171242655
Colour Chemicals	17225375	25196799
Packing Materials	275750	390427
Coal & Fire Wood	2030935	5525750
Stores & Spares	10130990	10738299
	<u>427689468</u>	<u>413555546</u>
11 Trade Receivables		
(Unsecured considered good)		
a. Trade receivables outstanding for a period exceeding six months from the date they were due for payment	114041253	71427312
b. Other Trade receivables	591002957	571210238
Total - a + b	<u>705044210</u>	<u>642637550</u>
12 Cash and Bank Balance		
Balance with Banks (Current)	578488	2685627
Bank of Baroda Margin Money	27601627	27600785
Cash on Hand	2782423	1806436
	<u>30962538</u>	<u>32092848</u>
13 Other Short Term Loans & Advances		
Other Receivable	4521449	4548377
Balance with Statutory / Govt. Authority (TDS, ADVANCE TAX& VAT)	20916320	16856682
Other Loans & Advances	8574850	11516187
(Unsecured but considered Good)		
Pre paid Expenses	1416525	2337841
	<u>35429144</u>	<u>35259087</u>
14 Other Current Assets		
Interest Accrued on Fix Deposit	0	289306
	<u>0</u>	<u>289306</u>

Particulars	31 st March 2016	31 st March 2015
15 Revenue From Operations		
Revenue from operations		
Sales of Products		
Finished Goods (Net of Returns, Rebate & Discount)	1731208721	2020951760
Traded Goods Grey Sales	9526588	521079
Towel Sales	2989875	0
Bedsheet Sales	44166646	55714128
Sale of Services		
Job Work	434090452	382196194
Revenue from Operations (Gross)	2221982282	2459383161
Less: Excise Duty	0	0
Revenue from Operations (Net)	2221982282	2459383161
Details of Product sold		
Grey Fabrics	9526588	521079
Finished Fabrics	1731208721	2020951760
Export Sales	2989875	0
Bedsheet Sales	44166646	55714128
	1787891830	2077186967
16 Other Income		
Interest on Fixed Deposit	2559592	2619886
Share Dividend Income	0	10
Profit on sale of Machinery	1559974	455392
Rent	99000	99000
	4218566	3174288
17 Cost of raw material and components consumed		
Raw Material (Grey/Fabrics) Consumed :		
Opening Stock	171242655	139668508
Add : Purchase	1553755583	1862075481
Add : Grey Dalali	2523840	1651108
	1727522078	2003395097
Less: Closing Stock	118831299	171242655
	1608690779	1832152442
18 Purchases of stock-in-trade		
Grey Purchase	9360628	519137
	9360628	519137
19 (Increase) / decrease in inventories		
Inventories at the end of the year		
Finished Goods	234713459	159981922
Work-in-progress Own	38438684	35716745
Work-in-progress Job	6042976	4762949
	279195119	200461616

Particulars	31 st March 2016	31 st March 2015
Inventories at the beginning of the year		
Finished Goods	159981922	156291959
Work-in-progress Own	35716745	17397013
Work-in-progress Job	4762949	3877803
	200461616	177566775
Net (Increase)/decrease	-78733503	-22894841
20 Employee Benefit Expenses		
Salary, Wages & Bonus	33189102	26243562
Contribution to Provident Fund & E.S.I.C.	2303254	3069849
Staff Welfare	490913	399995
Director Remuneration	2658800	2673200
	38642069	32386606
21 Finance Costs		
Bank Commission & Charges	6785133	4750656
Bank Interest (Net of Interest Subsidy received)	60576603	62842232
Interest to Others	17505337	18219243
	84867073	85812131
22 Other Expenses		
Manufacturing Expenses		
Colour Chemical Consumed :		
Opening Stock	25196799	8678684
Add: Purchase (Net of Return)	179066258	201238515
	204263057	209917199
Less: Closing Stock	17225375	25196799
	187037682	184720400
Packing Material Consumed :		
Opening Stock	390427	160113
Add: Purchase (Net of Return)	9456260	15081445
	9846687	15241558
Less: Closing Stock	275750	390427
	9570937	14851131
Power & Fuel & Coal Consumed		
Opening Stock	5525750	7835053
Add: Purchase of Lignite & Fire Wood	101973401	112482931
Add: Electric Bill	53780852	49513763
	161280003	169831747
Less: Closing Stock	2030935	5525750
	159249068	164305997

Particulars	31 st March 2016	31 st March 2015
Stores & Spares Consumed		
Opening Stock	10738299	6370952
Add: Purchase	68923891	53185666
	79662190	59556618
Less: Closing Stock	10130990	10738299
	69531200	48818319
	<u>425388887</u>	<u>412695847</u>
Process Charges	70171066	60688886
Freight & Octroi Cartage	9268185	6752945
Design Expenses	56018	37844
Factory Expenses	1194369	871579
Testing charges	75128	74358
Pollution Control Exps.	1592848	1641298
	<u>507746501</u>	<u>482762757</u>
Administrative, Selling & Distribution Expenses		
Postage & Telephone Expenses	1201758	1001612
Printing & Stationery	1264005	1005883
Rent, Rate & Taxes	789048	2962680
Insurance Charges	1159798	1327155
Consulting & Professional Charges	1241503	2449119
Auditors Remuneration	505620	505620
Advertisement	33434	47050
Charity & Donation	911111	647311
Electric Expenses	185759	115606
Office & General Expenses	343961	339994
Vehicle Expenses	1965015	2130942
Legal Expenses	145685	56500
Misc. Expenses	82600	207020
Computer Expenses	706995	563715
Service Tax Expenses	1261012	874790
Claim Vatav Incentive (Net)	4298486	812067
Brokerage & Commission Dalali	3175239	3288734
Sales Promotion Expenses	255481	336563
Travelling Expenses	549963	503231
Sales Tax Expenses	1097332	1768825
	<u>528920306</u>	<u>503707174</u>

23 The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure

24 Figures have been rounded off to nearest rupee.

25 Balance of Trade Payables, Receivables, Loans and advances, unsecured loans are subject to confirmation.

	2015-2016	2014-2015
	Rs.	Rs.
26 C.I.F. value of imports	11625735/-	7271199/-
27 Earning in foreign currency		
Expenditure in foreign currency	9670154/-	NIL
Foreign currency exposures that are not hedged by derivative instruments :-		
28 Contingent liabilities & Commitments	10977814/-	9441193/-

29 Quantitative Information :-

1) Production

Particulars	31 st March 2016		31 st March 2015	
	Quantity		Quantity	
	(Mtrs./Kgs.)	Rs	(Mtrs./Kgs.)	Rs
Finished Cloth (Mtrs./Kgs.)	17456476		19954310	

2) Sales

Particulars	31 st March 2016		31 st March 2015	
	Quantity	Amount	Quantity	Amount
	(Mtrs./Kgs.)	Rs	(Mtrs./Kgs.)	Rs
Finished Cloth	20342570	1778365242	26005081	2076665888
Grey Cloth	316200	9526588	16809	521079
Job Charges	_____	434090452	_____	382196194
TOTAL	20658770	2221982282	26021890	2459383161

3) Purchase

Particulars	31 st March 2016		31 st March 2015	
	Quantity	Amount	Quantity	Amount
	(Mtrs./Kgs.)	Rs	(Mtrs./Kgs.)	Rs
Grey consumed / Fabric purchased	21845754	1608690779	25692994	1832152442
Grey Cloth Traded	316200	9360628	16809	519137
Colour Chemical	_____	187037682	_____	184720400
TOTAL	22161954	1805089089	25709803	2017391979

4) Closing Stock of Finished Goods

Particulars	31 st March 2016		31 st March 2015	
	Quantity	Amount	Quantity	Amount
	(Mtrs./Kgs.)	Rs	(Mtrs./Kgs.)	Rs
Finished Goods	3200459	234713459	1789988	159981922
Semi Finished Goods	729131	38438684	774750	35716745
Grey	1666896	118831299	2453810	171242655
TOTAL	5596486	391983442	5018548	366941322

5) Imported and indigenous Raw-Materials, Stores and Spare parts and Components consumed during the year

Particulars	31 March 2016		31 March 2015	
	Indigenous	Imported	Indigenous	Imported
1) RAW MATERIALS				
Grey/Fabrics	1608690779	–	1832152442	–
% Consumption	100.00%		100.00%	
2) STORES & SPARES				
Stores & Spares	58553386	10977814	48818319	–
% Consumption	84.21%	15.79%	100.00%	
3) COLOUR & CHEMICALS				
Colour & Chemicals	187037682	–	184720400	–
% Consumption	100.00%		100.00%	
4) COAL & LIGNITE				
Coal & Lignite	105468216	–	114792234	–
% Consumption	100.00%		100.00%	

30 The Profit and Loss Account includes:

(i) Auditors Remuneration

Particulars	31 March 2016	31 March 2015
Audit Fees	505620	505620
TOTAL	505620	505620

(ii) Directors Remuneration

Particulars	31 March 2016	31 March 2015
Directors Remuneration	2658800	2673200
TOTAL	2658800	2673200

31 DEFERRED TAX

Major components of deferred tax are:

Particulars	31 March 2016	31 March 2015
Deferred Tax Liability		
Depreciation	–290717	279338
Deferred Tax Assets		
Disallowance under the Income Tax Act, 1961		
Deferred Tax Liability (Net)	–290717	279338

32 Provision for income-tax is based on the taxable profits of the company in accordance with the Income – tax Act, 1961.

33 Estimated amounts of contracts remaining to be executed on capital account and not provided for Rs.41,13,216/- (Previous year Rs. 39,73,849/-).

34 Contingent Liability on account duty saved due to import against EPCG license is Rs. 1,09,77,814/- (Previous Year Rs. 94,41,193/-), which has to be met by fulfilling an export obligation of Rs. 7,59,87,270/- (Previous Year Rs. 6,67,67,544/-) in eight years.

- 35 Amount of borrowing cost capitalized as per "Accounting Standard-16", during the year was Rs. NIL/- (Previous Year Rs. NIL)
- 36 There are no separate reportable segments as per Accounting Standard 17 as the entire operations of the Company relate to one segments, viz. the Textile.
- 37 There is no lease transaction during the year as per "Accounting Standard – 19".
- 38 As required by "Accounting Standard –20" the basic Earning Per Share (EPS) is Rs. 0.42 arrived at by dividing the Profit After Tax (PAT) by the total number of shares issued and subscribed as at the end of the year.
- 39 Break up of expenditure incurred on employess who were in receipt of remuneration aggregating Rs. 6000000/- or more for year or Rs. 500000/- or more, where employed for a part of the year. Nil (Previous Year Rs. Nil)
- 40 Pursuant to the enactment of Companies Act 2013, the Copmany has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated over the revised/remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted in the opening balance of Profit and Loss Account amounting of Rs. NIL/-
- 41 Disclosures in respect of related parties as defined in Accounting Standard 18, with whom transactions have taken place during the year are given below:-

a. Associate Companies

in which directors or their relatives are interested

Balhanuman Fabrics Pvt. Ltd.

Anunay Fab Ltd.

Gujarat Investa Ltd.

b. Directors and their relatives:

Purshottam R. Agarwal

Anjani R. Agarwal

Aman P. Agarwal

Following transactions were carried out with the related parties on arm's length basis and in the ordinary course of business:

Particulars	Associates Companies	Directors' & Their Relatives	Concerns in which Directors are interested
1 Sales & other Inc.	61011829	Nil	Nil
2 Purchase & other Ser.	43115323	Nil	Nil
3 Remuneration	Nil	4602400	Nil
4 Purchase of Assets	Nil	Nil	Nil
5 Deposit Received	88063752	Nil	Nil
6 Deposit Paid	58032892	Nil	Nil
7 Interest Recd.	Nil	Nil	Nil
8 Interest Paid	Nil	Nil	Nil
9 Rent Paid	Nil	750000	Nil
10 Investment in Equity	Nil	Nil	Nil
11 Balance outstanding	Dr./Cr. (Net) 3,40,04,162 DR	4,38,154 CR	

The particulars given above have been identified on the basis of information available with the company.

42 Earning Per Share (EPS):

Particulars	31 March 2016	31 March 2015
Profit after tax as per profit & loss Account	3976245	4062934
Number of Equity Shares	9500000	9500000
Face value Rs. 10/- each Equity Shares (Previous year Rs. 10/-)		
Basic and Diluted EPS	Rs. 0.42	Rs. 0.43

43 Micro & Small Enterprises Dues

As per information given to us there were no amount overdue and remaining outstanding to small scale and /or ancillary Industrial suppliers on account of principal and /or interest as at the close of the year. Based on the information available with company, there are no dues outstanding to Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 for more than 45 days as at March 31, 2016.

44 Previous year's figures have been regrouped/rearranged wherever necessary so as to make them comparable with the figures of the current year.

As per our report of even date

For Nahta Jain & Associates

Chartered Accountants

Firm Regn. No. 106801 W

(CA. Gaurav Nahta)

Partner

M.No. 116735

For and on behalf of the Board of Directors

Shree Bhavya Fabrics Ltd.

Formerly known as Anjani Dham Industries Ltd.

Purshottam R. Agarwal

(Managing Director)

(DIN-00396869)

Jyoti Devnani

(C.S.)

Ramniwas Pandia

(Director)

(DIN-02875168)

Kishan Yadav

(C.F.O.)

Place : Ahmedabad

Date : 30/05/2016

Place : Ahmedabad

Date : 30/05/2016

NOTES "8" OF FIXED ASSETS

STATEMENT OF FIXED ASSETS AS ON 31/03/2016

SR. No.	NAME OF ASSETS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK		
		ASON 1/04/2015	ADDI- TION	DEDUC- TION	TOTAL 31/3/2016	ASON 1/04/2015	FORTHE YEAR	Transfer to Retain Earnings	ADJUST.	ASON 31/03/2016	ASON 1/04/2015	
	Tangible Assets											
1	PLANT & MACHINERY	324635717	7830993	11875789	320590921	2479333992	18773393	0	10528733	256178652	64412269	76701725
2	FACTORY BUILDING	78485469	0	0	78485469	44510226	3182438	0	0	47692664	30792805	33975243
3	ELECRIC INSSULATION	6029400	0	0	6029400	4612641	543098	0	0	5155739	873661	1416759
4	AIR CONDITION	2713413	213500	0	2926913	1517440	257517	0	0	1774957	1151956	1195973
5	COMPUTER	3297037	204330	0	3501367	3054461	155475	0	0	3209936	291431	242576
6	CYCLE	15455	0	0	15455	15455	0	0	0	15455	0	0
7	FURNITURE	3844681	0	0	3844681	3180461	226734	0	0	3407195	437486	664220
8	TELEPHONE & FAX	1107134	248367	0	1355501	843022	169583	0	0	1012605	342896	264112
9	MOTOR CAR	21977743	551246	0	22528989	18639101	1136169	0	0	19775270	2753719	3338642
10	METADOR	4630685	198300	168000	4660985	3970012	175931	0	135779	4010164	650821	660673
11	OFFICE EQUIPMENT	1731618	40710	0	1772328	1503585	97540	0	0	1601125	171203	228033
12	H.T.LINE	1887331	0	0	1887331	1777928	15036	0	0	1792964	94367	109403
13	TUBEWELL	1056347	0	0	1056347	545544	0	0	0	545544	510803	510803
14	PIPE INSSULATION	7083219	0	0	7083219	4875320	706446	0	0	5581766	1501453	2207899
15	SCOOTER	886385	0	0	886385	767747	35781	0	0	803528	82857	118638
16	WATER POLLUTION	3796258	0	0	3796258	3500351	36446	0	0	3536797	259461	295907
17	ROAD	1072442	0	0	1072442	746924	146050	0	0	892974	179468	325518
18	ZEROX	205000	0	0	205000	194750	0	0	0	194750	10250	10250
19	WEIGHT BRIDGE	674693	0	0	674693	401028	53526	0	0	454554	220139	273665
20	LIFT	1168157	0	0	1168157	925548	59798	0	0	985346	182811	242609
	Total (A)	466298184	9287446	12043789	463541841	343515536	25770961	0	10664512	3586621985	104919856	122782648
	Intangible Assets											
21	Dranaqe Pipeline (Right to use)	19305000	0	1100000	18205000	2856161	1918605	0	0	4774766	13430234	16448839
	Total (B)	19305000	0	1100000	18205000	2856161	1918605	0	0	4774766	13430234	16448839
	Total (A+B)	485603184	9287446	13143789	481746841	346371697	27689566	0	10664512	363396751	118350090	139231487
	Previous Year	453201145	37934382	5532343	485603184	325126126	25180208	755598	4690235	346371697	139231487	128075019

SIGNIFICANT ACCOUNTING POLICIES

Accounting Convention

The financial statements are prepared under the historical cost convention on the "Accrual Concept" of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable and with the relevant provisions of the Companies Act, 2013.

Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which results are known/materialized.

Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition / construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective fixed assets on completion of construction / erection of the capital project / fixed assets.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as "Capital Work in Progress."

Impairment of Assets

At each balance sheet date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets.

Depreciation

All fixed assets, except capital work in progress, are depreciated on a written down value method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from / up to the date of such addition / deletion as the case may be.

Investments

Long term investments are stated at cost. Current investments are stated at lower of cost and market price. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary in the opinion of the management.

Inventories

Inventories are measured at lower of cost and net realizable value. Cost of raw materials, stores & spares parts are ascertained on FIFO basis. Cost of finished goods and process stock is ascertained on full absorption cost basis. Cost

of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing in them to their present location & condition.

Revenue Recognition

Sales are recognized when goods are supplied. Sales are net of trade discounts, rebates and vat. It does not include interdivisional sales.

Revenue in respect of other items is recognized when no significant uncertainty as to its determination or realization exists.

Borrowing Cost

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

Employee Benefits

Short – term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related service is rendered.

Post employment and other long term employee benefits are recognized as an expense in the profit & loss account for the year in which the liabilities are crystallized

Taxes on Income.

Income tax expenses for the year comprises of current tax and deferred tax. Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet date.

Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent liabilities are not recognized but are disclosed in the notes.

Contingent assets are neither recognized nor disclosed in the financial statements.

For, Nahta Jain & Associates
Chartered Accountants
Firm Regn. No. 106801W

For and On Behalf of the Board of Directors
SHREE BHAVYA FABRICS LIMITED.

CA. Gaurav Nahta
Partner
M. No. 116735

(Purushottam R. Agarwal)
Managing Director
(DIN-00396869)

(Ramniwas Pandiya)
Director
(DIN-2815168)

Jyoti Devnani
(C.S.)

Kishan Yadav
(C.F.O.)

Place : Ahmedabad
Date : 30/05/2016

Place : Ahmedabad
Date : 30/05/2016

A. CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31-03-2016

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
NET PROFIT BEFORE TAX AND EXTRA ORDINARY ITEMS	6763930	5694592
ADJUSTMENT FOR:		
DEPRECIATION	27689566	25180208
INTEREST RECEIVED	(2559592)	(2619886)
PROFIT ON SALE OF FIXED ASSETS	(1559974)	(455392)
DIVIDEND RECEIVED		
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	30333930	27799522
TRADE AND OTHER RECEIVABLE	(62406660)	(15557195)
INCREASE IN LONG TERM LOANS AND ADVANCES	(1861739)	52374
INCREASE IN SHORT TERM LOANS AND ADVANCES	(170057)	(5484205)
INCREASE/DECREASE IN OTHER CURRENT ASSETS	289306	(73920)
INVENTORIES	(14133922)	(73275461)
LOANS AND ADVANCES		
TRADE PAYABLES	70373092	51889642
INCREASE IN CURRENT LIABILITIES	23165310	56656435
DECREASE IN SHORT TERM PROVISIONS	1169447	(1853524)
CASH IN FLOW FROM OPERATIONS	46758707	40153668
CASH IN FLOW BEFORE EXTRAORDINARY ITEMS	46758707	40153668
DIRECT TAX PAID	(2289010)	(1352320)
EXTRA ORDINARY ITEMS (PRIOR PERIOD ADJUSTMENT)	(534467)	0
NET CASH IN FLOW FROM OPERATING ACTIVITIES	43935230	38801348
B. CASH OUT FLOW FROM INVESTING ACTIVITIES		
SALE OF FIXED ASSETS	2939251	1297500
INTEREST RECEIVED	2559592	2619886
PURCHASES OF FIXED ASSETS	(8187446)	(37934382)
SALE OF INVESTMENTS		
DIVIDEND RECEIVED		
NET CASH OUT FLOW FROM INVESTING ACTIVITIES	(2688603)	(34016996)
C. CASH IN FLOW FROM FINANCING ACTIVITIES:		
PROCEEDS OF PUBLIC ISSUE		
REPAYMENT OF LONG TERM BORROWING	(18099142)	100222774
REPAYMENT OF VEHICLE LOANS	(242655)	(658504)
INCREASE IN UNSECURED LOANS	4623018	(89719343)
INCREASE IN SHORT TERM BORROWING	(28658158)	(14165648)
PRELIMINARY EXP.		
PUBLIC ISSUE EXPENSES		
NET CASH IN FLOW FROM FINANCING ACTIVITIES	(42376937)	(4320721)
NET INCREASE IN CASH AND CASH EQUIVALENT	(1130310)	463631
NET CASH AND CASH EQUIVALENT (OPENING CASH BALANCE)	32092848	31629217
NET CASH AND CASH EQUIVALENT (CLOSING CASH BALANCE)	30962538	32092848

AUDITORS' REPORT

We have verified the attached Cash Flow Statement of SHREE BHAVYA FABRICS LTD. derived from the audited financial statements and the books of records maintained by the company for the year ended 31st March, 2016 and found the same in agreement therewith.

For NAHTA JAIN & ASSOCIATES
Chartered Accountants
Firm Regn. No. 106801W

Place : Ahmedabad
Date : 30/05/2016

(CA. Gaurav Nahta)
Partner
M.No.116735

SHREE BHAVYA FABRICS LIMITED

[CIN: L17119GJ1988PLC011120]

Regd. Office: Survey No.170, Opp. Advance Petrochem Limited, Pirana Road, Piplej, Ahmedabad-382405.

Tel.: 079- 22133383, 22172949 Email id: csjd7bhavyafabrics@gmail.com

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 Member			
Registered Address			
Folio No/ Client ID		DP ID	
e-mail Id			

I/ We, being the member(s) of _____ shares of the above mentioned Company, hereby appoint:

- Name: _____
Address: _____
E-mail Id : _____ Signature: _____ or failing him/her
- Name: _____
Address: _____
E-mail Id : _____ Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Annual General Meeting of the Company, to be held on Wednesday, 28th day of September, 2016 at 11.00 a.m. at Survey No. 170, Opp. Advance Petrochem Ltd, Pirana Road, Piplej, Ahmedabad- 382405, Gujarat, INDIA and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

S.No.	Ordinary Business	For	Against
1.	Adoption of audited financial statements of the Company for the financial year ended 31st March 2016		
2.	Appointment of Mr.Purshottam Agarwal[DIN: 00396869] as a Director of the Company who retires by rotation		
3.	Ratification of appointment of Nahta Jain & Associates, Chartered Accountants as statutory auditors of the Company		
	Special Business		
4.	Appointment of Mr. Purshottam R Agarwal [DIN: 00396869] as a Chairman and Managing Director of the Company		
5.	Ratification of the remuneration of the Cost Auditors for the year 2016-17		
6.	Maintaining & keeping the Company's Registers required to be maintained U/s.88 of the Companies Act,2013 & copies of annual returns filed under Section 92 of the Companies Act,2013 or any one or more of them, at a place other than the Company's Registered Office		

Signed this _____ day of _____ 2016

Affix Re.1 Revenue Stamp

Signature of the Shareholder

Signature of the Proxy holder(s)

Notes:

- 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.
- Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

SHREE BHAVYA FABRICS LIMITED**[CIN: L17119GJ1988PLC011120]**

Regd. Office: Survey No.170, Opp. Advance Petrochem Limited, Pirana Road, Piplej, Ahmedabad-382405.
Tel.: 079- 22133383, 22172949 Email id: csjd7bhavyafabrics@gmail.com

ATTENDANCE SLIP

**[To be handed over at the entrance of the meeting hall]
28th ANNUAL GENERAL MEETING HELD ON 28.09.2016**

Registered Folio No.:	_____	No. of Shares held :	_____
DP ID No.*:	_____	Client ID No.*:	_____
Name of the attending Member/ Proxy : _____			
[IN BLOCK LETTER]			

***Applicable for members holding shares in electronic form only.**

I hereby record my presence at this 28th Annual General Meeting held at Survey No. 170, Opp. Advance Petrochem Ltd, Pirana Road, Piplej, Ahmedabad- 382405, Gujarat on Wednesday, 28th day of September, 2016 at 11.00 a.m.

Member's/ Proxy's Signature

Book Post

To

If Undelivered please return to :

SHREE BHAVYA FABRICS LIMITED

CIN : L17119GJ1988PLC011120

Regd Office: Survey No. 170, Opp. Advance Petrocehm
Limited, Pirana Road, Piplej, Ahmedabad - 382405
Tel.: 079- 22133383, 22172949