



SHREE BHAVYA FABRICS LIMITED

Corporate Office :- 252, New Cloth Market, Ahmedabad-380 002. Ph.: 079-22172949 Telefax:22133383
CIN:L17119GJ1988PLC011120 Web Site : www.shreebhavyafabrics.com

DATE:18-02-2025

To,
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street,
Mumbai – 400001

Dear Sir/Madam,

Sub: POSTAL BALLOT NOTICE

BSE Scrip Code: 521131 SYMBOL: SBFL ISIN: INE363D01018

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations'), as amended, we forward herewith a copy of the Postal Ballot Notice ('Notice') of Shree Bhavya Fabrics Limited ('the Company') dated February 13, 2025 along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 ('Act') read with the Listing Regulations, for seeking approval of the Members of the Company for the below mentioned Special Resolutions:

➤ **APPOINTMENT OF MS. YASHREE KAUSHALKUMAR DIXIT (DIN: 07775794)
AS AN INDEPENDENT DIRECTOR**

In compliance with the various Circulars issued by the Ministry of Corporate Affairs, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ Bigshare Services Pvt. Ltd the Company's Registrar and Transfer Agents('RTA') as on Friday,14th February 2025 ('Cut-Off Date') and whose email addresses are registered with the Company/RTA/Depositories or who will register their email address in accordance with the process outlined in this Notice.

The Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide remote e-voting facility to its Members. The remote e-voting period commences on Thursday, February 20, 2025 at 10:00 A.M. (IST) and ends on Friday, March 21, 2025 at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL immediately thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up Equity share capital of the Company as on the cut-off date. Please note that communication of assent (FOR) or dissent (AGAINST) of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting is provided in the 'Notes' section of the Notice. The Members whose email address is not registered with the Company/Depositories/RTA to receive the Notice, may register their email address with the Company's RTA, on or before



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5:00 p.m. (IST) on Friday, March 21, 2025. The process for registration of email address is also provided in the enclosed Notice.

The said Notice is also being made available on the website of the Company at www.shreebhavyafabrics.com and on the website of NSDL at www.evoting.nsdl.com.

Please take note of the same.

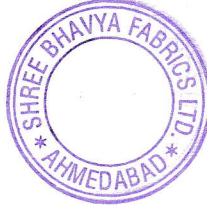
Thanking You.

Yours Faithfully

For, SHREE BHAVYA FABRICS LIMITED



CHETAN JAIN
COMPANY SECRETARY
M NO: ACS52637





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Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Shareholders,

Notice is hereby given, pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for conducting postal ballot through e-Voting vide General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively (collectively termed as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), other applicable SEBI circulars in this regards, Secretarial Standard on General Meetings ('SS - 2') issued by the Institute of Company Secretaries of India and pursuant to all other applicable laws and regulations, to the Shareholders' or Members' ('Members') of Shree Bhavya Fabrics Limited ('the Company') for seeking approval for the resolutions appended below through Postal Ballot/ electronic voting ('remote E-voting'). The explanatory statement pertaining to the proposed resolutions setting out the material facts concerning each resolution and the reasons thereof mentioned in this Postal Ballot Notice is attached hereto for your consideration.

In furtherance to the MCA Circulars, and pursuant to Section 110 of the Act and the Rules made thereunder, the Company is sending Postal Ballot Notice only by email to all its Members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ('RTA') or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the remote e-voting system. This Postal Ballot process is accordingly being initiated in compliance with the above mentioned Circulars.

In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Members holding equity shares of the Company are requested to carefully read all the instructions given in the Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process not later than 05:00 p.m. (IST) on Friday, March 21, 2025, failing which it will be considered that no reply has been received from the Member.

The Explanatory Statement pursuant to the Section 102 of the Act pertaining to the said resolutions setting out the material facts concerning item and the reasons thereof is also appended. The said resolutions and explanatory statement are being sent to you for your consideration pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended.

The Board has appointed Mr. Mukesh H Shah Practicing Company Secretary, Ahmedabad, (Membership No.: FCS 5827 and C. P. No. 2213) of M/s. Mukesh H Shah & Co. as Scrutinizer (the 'Scrutinizer') for conducting the Postal Ballot through e-voting process in a fair and transparent manner and he has communicated her willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit his report to the Chairman or any other person authorized by him after completion of the scrutiny of Postal Ballots (through remote e-voting). The result on the resolution proposed to be passed through Postal Ballots (through remote e-voting) shall be announced on or before Monday, March 24, 2025 at the registered office of the Company. The results along with the scrutinizer's report will be displayed on the Company's website under Investor Desk and will be communicated to stock exchange i.e. Bombay Stock Exchange Limited (BSE) where Equity Shares of the Company are listed.

The Resolutions, if approved, will be taken as passed effectively as on the last date of e-voting, i.e. Friday, March 21, 2025 & it will be placed on the website of the Company: www.shreebhavyafabrics.com and on the website of Bombay Stock Exchange www.bseindia.com along with the Scrutinizer's Report.

SPECIAL BUSINESS:

1. APPOINTMENT OF MS. YASHREE KAUSHALKUMAR DIXIT (DIN: 07775794) AS AN INDEPENDENT DIRECTOR

To consider, and, if thought fit, to give your Assent or Dissent to the following resolution as as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Yashree Kaushalkumar Dixit (DIN: 07775794), who was appointed as an Additional Director in the category of an Independent Director, by the Board pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who is qualified for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of consecutive Five years up to September 30th, 2029”

“RESOLVED FURTHER THAT any of the director for the time being, be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**BY ORDER OF THE BOARD OF
SHREE BHAVYA FABRICS LIMITED**

SD/-

**CHETAN DILIPKUMAR JAIN
COMPANY SECRETARY**

Place: AHMEDABAD

Dated: 13.02.2025

Registered Office:

Survey No. 170 Opposite Advance Petrochem Limited,

Pirana Road, Piplej Ahmedabad-382405

Website: www.shreebhavyafabrics.com

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.

2. The Ministry of Corporate Affairs (MCA"), vide its General Circular No. 09/2024 dated September 19, 2024 read with General Circulars No. 20/2020 dated May 5, 2020, No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 11 /2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars"), has allowed the Companies to transact items through Postal Ballot (electronic mode only) till September 30, 2025.

3. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")s and in terms of SEBI Master circular dated November 11, 2024 ('SEBI Circular'), the Members are provided with the facility to cast their vote electronically, through the Electronic Voting (e-voting) services provided by National Securities Depository Limited ("NSDL") the e-voting Service Provider (ESP), on all the resolutions set forth in this Notice.

4. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") on Friday 14th February, 2025 ("Cut-Off Date") and whose e-mail address is registered with Shree Bhavya Fabrics Limited ("the Company") / Registrar and Transfer Agent / Depository Participants ("DPs") / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

5. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off date, will be considered for the purpose of voting and any person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only.

6. Members may note that the Postal Ballot Notice will be available on the Company's website www.shreebhavyafabrics.com , websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com respectively, and on the website of National Securities Depository Limited ("NSDL") at www.nsdl.com, the ESP.

7. The Board have appointed M/s Mukesh H. Shah & Co, Practicing Company Secretary (Membership No. FCS: 5827; CP No: 2213), to act as the Scrutinizer for conducting the remote e-Voting process in transparent and fair manner.
8. Members may vote on the postal ballot during the following period:

Commencement of voting:	10:00 A.M. (IST) on Thursday, February 20, 2025
End of voting:	05:00 P.M. (IST) on Friday, March 21, 2025

After the voting period, the e-voting portal shall be disabled by National Security Depository Limited.

9. Kindly note that the Members holding shares in Demat form can vote only through e-voting.
10. Members holding shares in Physical form can opt for any one mode of voting, i.e., by physical postal ballot or by e-voting. In case such Members cast their vote by both physical postal ballot and e-voting, vote cast by e-voting shall prevail and votes cast through physical postal ballot will be treated as invalid.
11. The Postal Ballot Form for voting by physical postal ballot may be downloaded from the link provided in the e-mail or from the link <https://www.shreebhavyafabrics.com/investors.html/News>. Please read the instruction carefully, and send the duly completed and signed Postal Ballot Form with the Assent (FOR) or Dissent (AGAINST) to the Scrutinizer by post or courier at M/s MUKESH H. SHAH & CO. 504, Sukh Sagar Complex ,Near Hotel Fortune Landmark, Usmanpura, Ashram Road,Ahmedabad Gujarat-380015 so as to reach on or before 05:00 P.M. (IST) on **Friday, March 21, 2025**, to be eligible for being considered, failing which it will be considered that no reply has been received from such Member.
12. Pursuant to SEBI Circular, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the ESP thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
13. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
14. The Scrutiniser will submit his report to the Chairperson of the Board Meeting or any person authorized by the Chairperson of the Board Meeting after completion of the scrutiny after 5.00 P.M. (IST) on Friday, March 21st, 2025, and the results of the voting by postal ballot (including voting through electronic means) will be declared on or before 5.00 P.M. on Monday, March 24, 2025 on the website of the company and shall also be communicated to the Stock Exchanges where the Company's equity shares are listed.

15. The resolution shall be taken as passed on the last date specified by the Company for receipt of duly completed postal ballot form and e-voting, i.e., Friday, March 21, 2025
16. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the Cut-off Date. Members can vote for their entire voting rights as per their discretion.
17. Corporate/Institutional Members (i.e., other than individuals, HUF, NRI etc.) are required to provide legible certified true copy (in PDF Format) of the board resolution/power of attorney/authority letter etc., to the Scrutinizer. It is also requested to upload the same in the e-voting portal at their login.
18. The relevant documents referred to in the Notice will be available, electronically, for inspection by the Members without any fees by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to csjd7bhavyafabrics@gmail.com
19. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
20. Members whose email address is not registered can register the same in the following manner:
 - (a.) Members holding share(s) in physical mode can register their e-mail ID with Bigshare Services Private Limited (Registrar and Transfer Agent) by providing the requisite details of their holdings and documents for registering their e-mail address in the prescribed form that be downloaded from the Company's website at www.shreebhavyafabrics.com
 - (b.) Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
21. Voting through electronic mode:

The details of the process and manner for e-voting are explained herein below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can

	<p>see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The

	system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is

- available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
 4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the

company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mukeshshahcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under the "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to csjd7bhavyafabrics@gmail.com
2. In case of shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to csjd7bhavyafabrics@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Facility for Non - Individual Shareholders and Custodians -Remote Voting

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@nsdl.co.in
- 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 evoting@nsdl.co.in 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.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with the attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csjd7bhavyafabrics@gmail.com, if they have voted from individual tab & not uploaded same in the NDSL e-voting system for the scrutinizer to verify the same.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ TOGETHER WITH REGULATION 17(11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM 1:

1. APPOINTMENT OF MS. YASHREE KAUSHALKUMAR DIXIT (DIN: 07775794) AS AN INDEPENDENT DIRECTOR

Pursuant to the provisions of Section 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Yashree Kaushalkumar Dixit (Din: 07775794) as an Additional Director in the category of Independent Director of the Company for a term of five consecutive years effective from December 25th, 2024. Pursuant to provisions of the Act and the Regulation 17(1C) read with Regulation 25(2A) of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the appointment of Ms. Yashree Kaushalkumar Dixit (Din: 07775794) as an Independent Director is subject to approval of the members of the Company. The Company has received a declaration from Ms. Yashree Kaushalkumar Dixit (Din: 07775794) confirming that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations. In the opinion of the Board and based on the declaration of independence submitted by her, Ms. Yashree Kaushalkumar Dixit (Din: 07775794) fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations for her appointment as an Independent Director and that she is independent of the management. As required under Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Ms. Yashree Kaushalkumar Dixit (Din: 07775794) for the office of Director of the Company. Ms. Yashree Kaushalkumar Dixit (Din: 07775794) has given her consent to act as Director and is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Details of Ms. Yashree Kaushalkumar Dixit (Din: 07775794) as per the requirement of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is provided in Annexure.

The Nomination and Remuneration Committee while recommending her appointment, has considered amongst others, leadership capabilities, expertise in governance, legal compliance, administrative knowledge and experience as the skills required for this role and also confirmed that she is not debarred from holding the office of director by virtue of any order by SEBI or any other such authority. Accordingly, the Board of Directors are of the view that Ms. Yashree Kaushalkumar Dixit (Din: 07775794) possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence it is desirable to appoint her as an Independent Director.

Keeping in view the above, consent of the Members for appointment of Ms. Yashree Kaushalkumar Dixit (Din: 07775794) as an Independent Director, not liable to retire by rotation, is sought by way of special resolution, as set out in the resolution in Item No. 1 of the accompanying Notice.

Ms. Yashree Kaushalkumar Dixit (Din: 07775794) is interested in the resolution set out in Item No. 1 of the notice with regard to her appointment. The relatives of Ms. Yashree Kaushalkumar Dixit (Din: 07775794) may be deemed to be interested in the resolution set out in Item No. 1 of the notice, to the extent of their equity shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Special Resolution set out in Item No. 1 of the accompanying Notice for the approval of the members.

**BY ORDER OF THE BOARD OF
SHREE BHAVYA FABRICS LIMITED**

SD/-

**CHETAN DILIPKUMAR JAIN
COMPANY SECRETARY**

**Place: AHMEDABAD
Dated: 13.02.2025**

Registered Office:
**Survey No. 170 Opposite Advance Petrochem Limited,
Pirana Road, Piplej Ahmedabad-382405
Website: www.shreebhavyafabrics.com**

Annexure to Item No. 1 of the Notice

Details pursuant to Regulation 36(3) of the Listing Regulations and SS-2 of Ms. Yashree Kaushalkumar Dixit (Din: 07775794), whose appointment is proposed, are as follows:

01.	Name of the Director	Ms.Yashree Kaushalkumar Dixit
02.	Director Identification Number	07775794
03.	Date of first appointment on Board	December 25, 2024.
04.	Brief resume including qualification, experience and Expertise in specific functional areas	Ms. Yashree Kaushalkumar Dixit is a fellow Member of the Institute Company Secretaries of India (ICSI) and having a qualification in the Master of Commerce {M. Com) and completed her Doctorate (Ph.D.) in Analysis of Corporate Governance Practices of selected Indian Companies at GLS University Ahmedabad. She is a practicing Company Secretary having rich experience in Secretarial work, Insolvency & Bankruptcy Code & Securities Law compliances. She has received Top 100 Global Women Inspiration awards (GWIA) from I Can Foundation, Jaipur and Woman Managing Directors of the year award from GISR Foundation, New Delhi.
05.	Other Directorships	1) Asian Granito India Limited 2) Shanti Educational Initiatives Limited
06.	Chairmanship/Membership of Committees of Other Boards	1) Asian Granito India Limited Member In CSR Committee 2) Shanti Educational Initiatives Limited -Member In Nomination And Remuneration Committee - Member In Audit committee -Chairperson In Stakeholder Relationship Committee
07.	Listed entities from which the Director has resigned in the past	SHAH METACROP LIMITED

	three years	
08.	Relationship with other Directors, Managers and Key Managerial Personnel (KMP) of the Company	Not related to any of the directors or KMP of the Company
09.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Not Applicable
10.	No. of board meetings attended during the financial year 2024-25 (till the date of Postal Ballot Notice)	Not Applicable
11.	Terms and conditions of appointment including remuneration	The terms of appointment are as per the resolution set out in this Notice read with the Statement hereto.
12.	The remuneration last drawn by such person from the Company (if applicable)	Not Applicable
13.	Details of Remuneration sought to be paid	She will be paid sitting fees of 40,000/ - yearly for attending all the meetings of the Board and Committees thereof along with the reimbursement of expenses if any.