

# **SHREE BHAVYA FABRICS LIMITED**

CIN : L17119GJ1988PLC011120

Formerly Known as  
**ANJANI DHAM INDUSTRIES LIMITED**

**27<sup>th</sup>**

**Annual Report**

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**2014 - 2015**

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### 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 (w.e.f. 24/07/2015)

#### Company Secretary & CFO

Ms. Jyoti N Devnani	- Company Secretary & Compliance Officer (w.e.f 25/07/2015)
Mr. Kishan M. Yadav	- Chief Financial Officer (w.e.f 12/08/2015)

#### 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

#### Registrar & Share Transfer Agent

Sharepro Services (India) Private Limited  
416-420 Devnandan Mall, Opp. Sanyas Ashram, Ashram Road,  
Ahmedabad-380 006  
Email: sharepro@shareproservices.com

#### Registered Office

Survey No. 170,  
Opp. Advance Petrochem Ltd.,  
Pirana Road, Piplej, Ahmedabad- 382405, Gujarat, INDIA  
Tel.: 079- 26581268, 25715777 Fax: 079- 26581270, 25735584  
E-mail: info.anjanifabrics@gamil.com Website: www.shreebhavyafabrics.com

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**27TH ANNUAL GENERAL MEETING HELD ON 30.09.2015 AT REGD. OFFICE OF THE COMPANY  
AT 170, PIRANA ROAD, PIPELJ, AHMEDABAD - 382405, GUJARAT, INDIA**

**NOTICE**

Notice is hereby given that the Twenty Seventh 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, 30th day of September, 2015 at 11.00 a.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. 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.
3. To appoint Auditors and to fix their remuneration and in this regard 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 and 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Nahta Jain & Associates, Chartered Accountants, Ahmedabad [Firm Regn.No.:106801W], be and are hereby re-appointed as Statutory Auditors of the Company to hold office as such from the conclusion of this 27th Annual General Meeting until the conclusion of 32nd Annual General Meeting of the Company to be held in the year 2020, subject to ratification of their appointment by members at every Annual General Meeting on such remuneration plus out of pocket expenses as may be mutually agreed between the Auditors and the Board of Directors of the Company.”

**SPECIAL BUSINESS:**

4. To appoint Ms. Vaishali Soni [DIN 07245825] as an Independent Director woman and in this regard to consider and if thought fit, to pass, with or without modification, the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Vaishali Soni [DIN 07245825], who was appointed as an Additional Director pursuant to the provisions of section 161(1) of the Companies Act, 2013 on 24.07.2015, and who hold office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation and to hold office for 5 [five] consecutive years for a term upto September 29, 2020.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

5. To adopt new set of Articles of Association containing Articles in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force ), the existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is

hereby approved and adopted as the Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

6. To borrow money in excess of Paid-up Capital and Free Reserves of the Company and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the resolution passed by the members at the Annual General Meeting held on September 30, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to borrow by way of loan/debentures (whether secured or unsecured)/ bonds/ deposits/ fund based/ non fund based limits/ guarantee for the purpose of the business of the Company any sum or sums of money either in Indian or Foreign Currency from time to time from any Bank(s) or any Financial Institution(s) or any other Institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India or outside India whomsoever in addition to the temporary loans obtained from the Company’s Banker(s) in the ordinary course of business provided that the sum or sums so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate of Rs.300 Crores (Rupees Three Hundred Crores Only).”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

7. To create mortgage/ charge on assets of the Company and in this regard, to consider and, if through fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the resolution passed by the members at the Annual General Meeting held on September 30, 2014 and pursuant to the provisions of 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) to create any kind of mortgage(s), hypothecation(s), pledge(s) and/ or charge(s), in addition to the mortgage(s), hypothecation(s), pledge(s) and/ or charge(s) already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and/ or immovable properties of the Company (both present and future) and/or any other assets or properties, either tangible or intangible, of the Company in favour of Banks/ Financial Institutions, other investing agencies and holders of other instruments for securing the borrowing of the aggregate of the said sum of Rs.300 Crore and the paid-up capital of the Company and its free reserves at any time availed or to be availed by the Company by way of loan to secure rupee/ foreign currency loans (hereinafter collectively referred to as “Loans”) from time to time up to the limits approved or as may be approved by the shareholders under Section 180(1)(a) of the Companies Act, 2013.

8. To approve remuneration of Cost Auditors and in this regard to consider and if thought fit, to pass, with or without modification, the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions if any, M/s. Kiran J. Mehta & Co.,

Cost Auditors, Ahmedabad (Registration No.000025), were appointed as Cost Auditors of the Company by the Board of Directors for carrying out Cost Audit of the Company for financial year 2015-16, be paid Remuneration of Rs.34,270/- (apart from reimbursement of out of pocket expenses and applicable taxes) be and is hereby approved and ratified”.

**By Order of the Board  
For, SHREE BHAVYA FABRICS LIMITED**

**PLACE: AHMEDABAD.**

**DATE: 12.08.2015**

**Sd/-  
[PURSHOTTAM R. AGARWAL]**

**DIN: 00396869**

**CHAIRMAN & MD**

**Registered Office:**

Survey No. 170,  
Opp. Advance Petrochem Limited,  
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 one week 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 Books of the Company will remain closed from 23.09.2015 to 30.09.2015 (both days inclusive).
10. Members are requested to note that pursuant to the provisions of Section 125(2) of the Companies Act, 2013, the dividend remaining unclaimed/unpaid for a period of seven years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund (IEPF) set up by the Central Government, Members who have so far not claimed the dividends are requested to make claim with the Company immediately as no claim shall lie against the Company in respect of individual amounts once credited to the said IEPF.
11. Sharepro Services (India) Pvt. Ltd. having its office at 416-420, Devnandan Mall, Opp. Sanyas Ashram, Ashram Road, Ahmedabad -380006, Gujarat 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.
12. 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 Sharepro Services (India) Private Limited, for consolidation into a single folio.
13. Details under clause 49 of the Listing Agreement with the Stock Exchange 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.
14. 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.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Share Transfer Agents.
16. 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.
17. **E-voting** (Voting through Electronic means):

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of "remote e-voting" to exercise their right to vote at the 27th 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).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 27th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Mr. Mukesh H. Shah, Practicing Company Secretary [COP No.2213] as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instructions for members for voting electronically are as under: (EVSN- 150825065)

- (i) The voting period begins on 27th September, 2015 (9:00 a.m.) and ends on 29th September, 2015 (05:00 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. 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 29th September, 2015 (05:00 p.m.).
- (ii) The Shareholders should Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - o For CDSL: 16 digits beneficiary ID,
  - o For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - o Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the image verification Code as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN 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** Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-

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.-

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

**DOB** Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

**Dividend Bank Details** Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (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 EVSN of the Company i.e.150825065 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 further description/ entire Resolutions.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password, then enter the User ID and image verification Code click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xix) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) The Scrutinizer shall within a period of three working days from the date of conclusion of the shareholders meeting, submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any, to the Chairman of the Company. Results will be uploaded on the Company's website as well as intimated to the Stock Exchange/s.



**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT AS REQUIRED 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:**

Ms. Vaishali Soni was appointed as an additional director at the Board Meeting held on 24.07.2015. According to the provisions of Section 161 of the Companies Act 2013 ("Act"), she holds office as Director only up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Act, a notice has been received from a member signifying its intention to propose the appointment of Ms. Vaishali Soni as a Director along with the deposit of requisite amount.

Ms. Vaishali Soni has given declaration under Section 149(7) of the Companies Act, 2013 that she fulfills the conditions specified in Section 149(6) of the Companies Act, 2013 read with Rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

Members are further requested to note that Ms. Vaishali Soni has given declarations that she is not disqualified to become a Director under Section 164(2) of the Companies Act, 2013 and her consent to hold office as Director.

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

Ms. Vaishali Soni is deemed to be interested in the said resolution as it relates to her appointment. None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

**Item No.5:**

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AOA contain reference to specific sections of the Companies Act, 1956 and some Articles in the existing AoA are no longer in conformity with the Act. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing AoA of the Company require alteration and/or deletion.

Given this position it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new set of AoA to be replaced in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013, which sets out the model AoA for a company limited by shares and also carries forward certain provisions from the existing AoA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

The proposed new draft AoA is available for inspection to the shareholders at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M and 1.00 P.M till the date of the meeting.

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

None of the Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

**Item No.6:**

The members of the Company at the Annual General Meeting held on September 30, 2014 had authorised the

Board of Directors to exercise borrowing powers the outstanding amount of which at any time shall not exceed in the aggregate of Rs.300 Crores (Rupees Three Hundred Crores Only).

As per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act"), the Board of Directors shall not borrow in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

Further, in view of proposed expanding business operations of the Company, it is necessitated to enhance the borrowing limits by authorizing Board of the Directors or Committee thereof to borrow monies upto Rs.300 Crores (Rupees Three Hundred Crores Only).

Accordingly, it is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) of the Act, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company.

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 the above resolution.

**Item No.7:**

The members of the Company at the Annual General Meeting held on September 30, 2014 had authorised the Board of Directors to mortgage and/ or charge all or any of the movable or immovable properties of the Company and/or the whole or any part of the undertaking (s) of the Company up to secure borrowings of the Company.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act"), the Board of Directors shall not create mortgages, charges, hypothecation and other encumbrances on all or any of the movable or immovable properties of the Company and/or the whole or any part of the undertaking(s) of the Company, except with the consent of the Company accorded by way of a Special Resolution.

The Banks and financial institutions require that resolutions to be passed authorizing Board under the Companies Act, 2013 to create charge and/ or mortgage on the property of the Company. The Board of Directors therefore recommend passing the resolutions under the Section 180(1)(a) and (2) of Companies Act, 2013 without any change to mortgage and/or or charge up to Rs.300 Crore.

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 the above resolution.

**Item No.8:**

In accordance with the provisions of 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to approve and ratify the payment of remuneration of Rs.34,270/- (apart from reimbursement of out of pocket expenses and applicable taxes) to the Cost Auditors of the Company as approved by the Board of Directors for the Financial Year 2015-16.

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 the above resolution.

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING  
[Pursuant to clause 49 of the Listing Agreement]

<b>Name of the Director</b>	<b>Mr. Purshottam R. Agarwal</b>	<b>Ms. Vaishali S. Soni</b>
Directors Identification Number [DIN]	00396869	07245825
<b>Date of Birth</b>	18.05.1967	24.07.1984
<b>Date of Appointment on the Board</b>	04.12.2009	24.07.2015
<b>Qualifications</b>	Graduate	Graduate
<b>Directorship held in other Public Companies (excluding foreign, private and Section 8 companies)</b>	03	Nil
<b>Chairmanships/ Memberships of Committee across</b>	Nil	Nil
<b>Number of shares held in the Company</b>	1807581	Nil

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

**PLACE: AHMEDABAD.  
DATE: 12.08.2015**

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

**DIRECTORS' REPORT**

To the Shareholders,

Your Directors have great pleasure in presenting the **27th** Annual Report together with the Audited Statements of Accounts of your Company for the financial year ended on **31st March, 2015**.

**FINANCIAL PERFORMANCE:**

Summarized financial highlights of the Company as follows:

(Rupees in Thousand)

<b>Particulars</b>	<b>2014-15</b>	<b>2013-14</b>
Total Income .....	2462557.449	2354738.092
Total Expenditure .....	2456862.857	2348622.645
Profit/(loss) before Interest, Depreciation and Tax .....	111936.275	102420.151
Interest .....	81061.475	73094.880
Depreciation .....	25180.208	23209.824
Profit/ (Loss) before Tax .....	5694.592	6115.447
Less Provision for Taxation (Inc. FBT, Differed Tax) .....	1631.658	2601.092
Profit/ (Loss) after Tax .....	4062.934	3594.443
Basic & Diluted Earnings per share (EPS) Rupees .....	0.43	0.38

**OPERATIONS:**

The Company's total revenue from operations during the financial year ended 31st March 2015 were Rs.24625.58 Lacs as against Rs.23547.38 Lacs of the previous year representing increase of approximately about 4.58% over the corresponding period of the previous year with total expenses of Rs.24568.63 lacs (previous year of Rs.23486.23 lacs). The Company has earned Net Profit of Rs.40.63 Lacs as against net profit of Rs.35.94 Lacs of the previous year after considering Depreciation and Provision for Tax and other adjustments. The EPS of the Company for the year 2014-2015 is Rs.0.43. 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 and your Directors hopeful for better results in coming years.

**CHANGE OF NAME OF THE COMPANY:**

During the year under review, the name of the Company has been changed from **ANJANI DHAM INDUSTRIES LIMITED** to **SHREE BHAVYA FABRICS LIMITED** vide AGM dated 30.09.2014 and Fresh Certificate consequent upon change of name was issued by the Registrar of Companies, Gujarat on 10.11.2014.

**DIVIDEND:**

No dividend has been recommended in respect of the financial year ended 31st March, 2015 and the entire surplus be ploughed back to the business to meet the needs for additional finance for capital expenditure.

**MANAGEMENT DISCUSSION AND ANALYSIS:**

As required under Clause 49 of the Listing Agreements with Stock Exchanges, the Management Discussion and Analysis Report is enclosed as a part of this report.

**CORPORATE GOVERNANCE REPORT:**

Your Company has taken adequate steps to adhere to all the stipulations laid down in Clause 49 of the Listing Agreement. A report on Corporate Governance is included as a part of this Annual Report. A certificate from the Auditors

of the Company confirming the compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is included as a part of this report.

**LISTING WITH STOCK EXCHANGE:**

The Company confirms that it has paid the Annual Listing Fees for the year 2015-16 to BSE where the Company's Shares are listed.

**FIXED DEPOSIT:**

Your Company has not accepted any deposits within the meaning 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 on share capital of the Company.

**SUBSIDIARY COMPANY**

The Company does not have any subsidiary.

**DIRECTORS & KMP:**

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 Clause 49 of the Listing Agreement.

Pursuant to Section 152(6) of the Companies Act, 2013, Mr. Purshottam R. Agarwal retires by rotation at the forthcoming Annual General Meeting and being eligible, he offers himself for reappointment.

Pursuant to the provisions of the section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Ms. Vaishali Soni is appointed as Additional Director and she shall hold office only up to the date of this Annual General Meeting. The Company has received a notice in writing along with requisite deposit pursuant to section 160 of the Companies Act, 2013 proposing appointment of Ms. Vaishali Soni as a Director of the Company. Your board has recommended appointment of Ms. Vaishali Soni as an independent Director not liable to retire by rotation for a period of 5 years.

**NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**

During the year under review 8 (Eight) Board Meetings were convened and held. The intervening gap between the two meetings was within the period prescribed under the Companies Act, 2013. The details of the meetings are furnished in the Corporate Governance Report which is attached as part of this Report.

**EXTRACT OF ANNUAL RETURN**

The extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure-A, in Form MGT-9 and is attached to this Report.

**AUDITORS AND AUDITORS' REPORT:**

M/s. Nahta Jain & Associates, Chartered Accountants of Ahmedabad retires at the ensuing Annual General Meeting and being eligible, they offer themselves for re-appointment. Your Company has received letter from M/s. Nahta Jain & Associates, Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under Section 141 of the Companies Act, 2013 read with rules made thereunder and that they are not disqualified for such appointment.

Your Directors recommend the re-appointment of M/s. Nahta Jain & Associates, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 32nd AGM of the Company to be held in the year 2020.

The Board has duly reviewed the Statutory Auditors' Report on the Accounts. The observations and comments, appearing in the Auditors' Report are self-explanatory and do not call for any further explanation/ clarification by the Board of Directors as provided under section 134 of the Act.

#### **INTERNAL AUDITORS**

M/s. Kamal M. Shah & Co., Chartered Accountants of Ahmedabad performs the duties of internal auditors of the Company and their report is reviewed by the audit committee from time to time.

#### **SECRETARIAL AUDITORS AND REPORT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Mukesh H. Shah & Co., Company Secretaries, Ahmedabad to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as **Annexure-B**.

#### **COST AUDITORS:**

Your Company has appointed M/s. Kiran J. Mehta & Co., Cost Auditors of Ahmedabad, holding Firm Registration No.000025 to conduct audit of cost records of the Company for the year ended 31 March, 2016.

#### **EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS**

There were no qualifications, reservations or adverse remarks made by the Auditors in their report.

#### **ADDITIONAL DISCLOSURES:**

In line with the requirements of the Listing Agreement with the Stock Exchanges and Accounting Standard of the Institute of Chartered Accountants of India, your Company has made additional disclosures in the notes on accounts for the year under review in respect of Related Party Transactions, Deferred Tax Liability, etc.

#### **RELATED PARTY TRANSACTIONS**

There were no contracts or arrangements entered into by the company in accordance with provisions of section 188 of the Companies Act, 2013. However, there were material related party transactions in terms of clause 49 of the listing agreement. All material related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Suitable disclosures as required under AS-18 have been made in the Notes to the financial statements.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

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 2014-15	FY 2013-14		
Purshottam R. Agarwal	CMD	2500000	0	2500000	10.08/ 09.92

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: 97 as on 31 March, 2015.

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

#### **BUSINESS RISK MANAGEMENT:**

The Board of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls.

#### **COMMITTEES OF BOARD:**

Details of various committees constituted by the Board of Directors as per the provision of Clause 49 of the Listing Agreement and Companies Act, 2013 are given in the Corporate Governance Report which forms part of this report.

#### **DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

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 2014-15, the Company has not received any complaints on sexual harassment.

#### **BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment and Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

#### **PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, as amended from time to time is annexed to this Report as **Annexure-C**.

**INSURANCE:**

The Company has made necessary arrangements for adequate insuring of interests in various properties.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(5)) of the Companies Act, 2013:

- a) that in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken 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) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**ACKNOWLEDGEMENTS**

The Directors wish to convey their appreciation to business associates for their support and contribution during the year. The Directors would also like to thank the employees, shareholders, customers, suppliers, alliance partners and bankers for the continued support, co-operation and assistance given by them to the Company and their confidence reposed in the management.

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

**PLACE: AHMEDABAD.**

**DATE: 12.08.2015**

**[PURSHOTTAM R. AGARWAL]**

**DIN: 00396869**

**CHAIRMAN & MD**



**Annexure-A**  
**Form No. MGT -9**

**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015**

[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	<b>SHREE BHAVYA FABRICS LIMITED</b>
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, Pipelej, Ahmedabad - 382405 Email id : info.anjanifabrics@gmail.com
vi) Whether listed Company	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>Sharepro Services (India) Pvt. Ltd</b> 416-420, 4th Floor, Devnandan Mall, Opp. Sanyas Ashram, Ashram Road, Ellisbridge, Ahmedabad, Gujarat, 380006 sharepro.ahmedabad@shareproservices.com 079 - 26582381-82-83-84

**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	93.47

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :**

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

## 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 (1.4.2014)				No. of Shares held at the end of the year (1.4.2015)				% Change
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Promoters									
1	Indian									
a	Individual/HUF	2228687	0	2228687	23.46	2259180	0	2259180	23.78	0.32
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):-	4425182	0	4425182	46.58	4455675	0	4455675	46.90	0.32
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)	4425182	0	4425182	46.58	4455675	0	4455675	46.90	0.32
B	<b>Public Shareholding</b>									
1	<b>Institutions</b>									
a	Mutual Funds									
b	Banks / FI									
c	Central Govt									
d	State Govt(s)									
e	Venture Capital Funds									
f	Ins. Companies									
g	FIs	118882	0	118882	1.25	0	0	0	0	0.00
h	Venture Capital Funds									
i	Others									
	<b>Sub-total (B) (1):-</b>	118882	0	118882	1.25	0	0	0	0	0.00
2	Non-Institutions									
a	Bodies Corp.	780515	148900	929415	9.78	587008	148900	735908	7.75	-2.03
i	Indian									
ii	Overseas									
b	Individuals									
i	holding shares upto Rs.1 lakh	950213	659345	1609558	16.94	878056	655045	1533101	16.14	0.00
ii	holding shares above Rs.1 lakh	2306058	86000	2392058	25.18	2649100	86000	2735100	28.79	3.61
c	Any Other (specify)									
c-i	Non-Resident Repatriates	23994	0	23994	0.25	39556	0	39556	0.42	0.17
c-ii	Non Resident Non Repatriates	560	0	560	0.01	560	0	560	0.01	0.00
d	Others	351	0	351	0.00	100	0	100	0.00	0.00
	<b>Sub-total (B) (2):-</b>	<b>4061691</b>	<b>894245</b>	<b>4955936</b>	<b>52.17</b>	<b>4154380</b>	<b>889945</b>	<b>5044325</b>	<b>53.10</b>	<b>0.93</b>
	Total Public SH	4180573	894245	5074818	53.42	4154380	889945	5044325	53.1	-0.32
	[(B)=(B)(1)+(B)(2)]									
c	Shares held by Custodian for GDRs & ADRs									
	Grand Total (A+B+C)	8605755	894245	9500000	100.00	8610055	889945	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	Purshottam 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	Somndevi P Agarwal	46711	0.49	0.00	76954	0.81	0.00	0.32
8	Somndevi 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	0	0.00	0.00	250	0.00	0.00	0.00
	<b>TOTAL</b>	<b>4,425,182</b>	<b>46.58</b>	<b>19.03</b>	<b>4,455,675</b>	<b>46.90</b>	<b>19.03</b>	<b>0.32</b>

## iii) Change in Promoters' Shareholding

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	4425182	46.58		
Increase : changes during the year	30493	0.32	4455675	<b>46.90</b>
At the End of the year			<b>4455675</b>	<b>46.90</b>

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

Sl. No.	Name of the shareholders	Shareholding at the beginning of the year as on 1.4.2014		Change in share holding during the year		Shareholding at the end of the year as on 31.3.2015	
		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	Master Capital Services Ltd	250306	2.63	-57799	-0.61	192507	2.03
5	Arora S Harmindersingh GU Rumukhsingh	152039	1.60	0	0.00	152039	1.60
6	Sangeetha S	0	0	151879	1.60	151879	1.60
7	Richi Manojkumar Jain	143183	1.51	0	0.00	143183	1.51
8	Gautam Hansraj Gouthi	120729	1.27	0	0.00	120729	1.27
9	Mrunal Agency And Financials pvt. Ltd	120000	1.26	0	0.00	120000	1.26
10	Ambrosia Fabrics Pvt Ltd	105917	1.11	0	0.00	105917	1.11
11	Hypnos Fund Limited	118882	1.25	-118882	-1.25	0	0.00
	<b>Total</b>	<b>2031621</b>	<b>21.37</b>	<b>-24802</b>	<b>-0.26</b>	<b>2006819</b>	<b>21.12</b>

## v. Shareholding of Directors and Key Managerial personnel

Sl. No.	Name of the Directors/ KMP	Shareholding at the beginning of the year as on 1.4.2014		Shareholding at the end of the year as on 31.3.2015	
		No. of shares	% of total shares	No. of Shares	% of total shares
1	<b>Purshottam R Agarwal</b>				
	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			<b>1807581</b>	<b>19.03</b>

*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

Company was not having any secured loans/unsecured loans and deposits during the financial year 2014-15.

Particulars	Secured Loan excluding deposits	Unsecured Loan	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	445456747	136203950	Nil	581660697
ii) Interest due but not paid	0	0	Nil	0
iii) Interest accrued but not due	0	0	Nil	0
Total (i+ii+iii)	445456747	136203950	Nil	581660697
Change in Indebtedness during the financial year				
Addition	85398622	0	Nil	85398622
Reduction	0	89719343	Nil	89719343
Net Change Indebtedness	0	0	Nil	0
At the end 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

### 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)			
	Ceiling as per the Act	5% of Net Profit		

#### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of the other Directors		Total Amount
		Ramnivas Pandiya	Devendrakumar Nathani	
1	Independent Directors			
	Fee for attending board / committee meetings	173200	0	173200
	Commission			
	Others, please specify			
	<b>Total 1</b>			
2	Other Non Executive Directors	Not Applicable	Not Applicable	
	Fee for attending board / committee meetings			
	Commission			
	Others, please specify			
	<b>Total 2</b>			
	<b>Total (B)=(1+2)</b>	173200	0	
	<b>Total Managerial Remuneration</b>			
	<b>Total Remuneration (A+B)</b>			2673200
	<b>Overall Ceiling as per the Act</b>			

**C. Remuneration to key managerial personnel other than MD/Manager/WTD - NOT APPLICABLE**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Chief Executive Officer (CEO)*	Chief Financial Officer (CFO)	Company Secretary (CS)	
1	Gross Salary				
a	Salary as per provisions contained in section 17(1) of the Income tax Act, 1961				
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				
	<b>Total</b>				

**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					

**Annexure-B****SECRETARIAL AUDIT REPORT**

[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

Survey 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 M/s.Shree Bhavya Fabrics Limited [CIN:L17119GJ1988PLC011120] (here in after 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, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015, complied with the statutory provisions listed here under 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 other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 and the Companies Act, 1956 (to the extent applicable) ("the Act") and the rules made there under; except following:
  - a) Form 5INV for the year 2014 was not filed.
  - b) Form 1INV filed after due date.
  - c) The Company has appointed CFO as required U/s.203 of the Act after due date.
  - d) The Company has appointed Whole-time Company Secretary as required U/s.203 of the Act after due date.
  - e) Official website of the Company was not updated.
- (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.
  - b) Annual Return on Foreign Liabilities and Assets required to be filed on or before July, 15 every year with RBI
- (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. Not Applicable;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. Not Applicable;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Not Applicable;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. Not Applicable;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. Not Applicable;
- (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; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. Not Applicable.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

- (vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/ industry are:
  - 1) Payment of Wages Act, 1936, and rules made thereunder;
  - 2) The Minimum Wages Act, 1948, and rules made thereunder
  - 3) Environment Act (Protection) , 1986
  - 4) Factories Act ,1948
  - 5) Employees Provident Funds & Misc. Provisions Act
  - 6) 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. Not applicable for the financial year 2014-2015.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations noted against each legislation.

We further report that:

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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance.

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 : 12.08.2015**

**[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.



To the Members,

**SHREE BHAVYA FABRICS LIMITED**

Survey 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 : 12.08.2015**

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

**ANNEXURE-C****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:**

Foreign Exchange Earnings during the year : Rs. Nil

Foreign Exchange Outgo during the year : Rs. Nil

For, SHREE BHAVYA FABRICS LIMITED

PLACE: AHMEDABAD.

DATE: 12.08.2015

[PURSHOTTAM R. AGARWAL]

DIN: 00396869

CHAIRMAN & MD

**REPORT ON CORPORATE GOVERNANCE**  
**[Pursuant to Clause 49 of the Listing Agreement]**

**Company's philosophy on Corporate Governance**

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance even before they were mandated by the legislation. Transparency, integrity, professionalism and accountability - based values form the basis of the Company's philosophy for Corporate Governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations. Your company has fulfilled all the existing guidelines under clause 49 of the listing agreement.

**1. BOARD OF DIRECTORS:**

**(A) Composition of the Board:**

The Company's Board consists of Directors having varied experience in different areas with some eminent personalities who have made a mark in their respective fields. The composition of the Board is in conformity with the provisions of Clause 49 of the Listing Agreement. Mr. Purshottam R. Agarwal, Executive Promoter Director, is the Chairman and Managing Director of the Company, heading the Board. The Board comprises of Executive Directors and Non-Executive Directors and all Non- Executive Directors are also Independent Directors.

**(B) Category of Directors, their attendance at the Board and AGM, etc.**

The category of Directors, their attendance at the Board Meetings for the year 2014-15 and the last Annual General Meeting, the particulars of no. of other Directorships and Committee Memberships held are as follows: (See Table-I).

**(C) Number of Board Meetings held and the dates on which such Meetings were held, etc.:**

During the year under review the Board met 8 (Eight) times on 15.05.2014, 05.06.2014, 15.06.2014, 31.07.2014, 07.08.2014, 14.08.2018, 14.11.2014 and 14.02.2015. The Board meets at least once in every quarter to review the Company's operations and the maximum time gap between any two meetings is not more than 120 days.

All relevant information such as statement of investments, finance, financial results, capital expenditure proposals, etc. as a matter of routine, was placed before the Board for its appraisal, review and approval.

**Attendance record of Directors attending the Board meetings and Annual General Meetings during the year 2014-15:**

**Table-I**

Name of the Director & (DIN)	Designation/ Category	No. of Board Meetings		Last AGM attendance	No. of other Directorship & Committee Member/Chairmanship in other Public Limited Companies		
		Held	Attended		Directorship	Committee Membership	Committee Chairmanship
Purshottam Agarwal (00396869)	Executive & Non-Independent	8	8	Yes	03	—	—
Ramniwas Pandia (02875168)	Non-Executive & Independent	8	8	Yes	—	—	—
Devendrakumar Nathani (02787699)	Non-Executive & Independent	8	8	Yes	—	—	—

**2. CODE OF CONDUCT:**

The Board has laid down a Code of Business Conduct and Ethics (the "Code") for all the Board Members and Senior Management of the Company. The Code is available on the website of the Company. All Board Members and Senior Management Personnel have affirmed compliance of the Code of Conduct. A declaration signed by the Managing Director to this effect is attached at the end of this report.

**3. CEO CERTIFICATION :**

A certificate from the CEO about the correctness of the Annual Financial Statements, etc. was placed before the Board.

**4. COMMITTEES OF THE BOARD:**

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of diverse matters. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all the Committees are placed before the Board for review.

**(a) Audit Committee:**

Apart from all the matters provided in clause 49 of the listing agreement and section 177 of the Companies Act 2013, the Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the company. The Chief Financial Officer, representatives of Statutory Auditors, Internal Auditor and Finance & Accounts department are invited to the meetings of the Audit Committee.

**Attendance at the Audit Committee Meetings 2014 - 2015**

During the year the Audit Committee met 4 times on 15.05.2014, 14.08.2014, 14.11.2014 and 14.02.2015 attendance of the members as under:

Name	Category	No. of Meeting attended	
		Held	Attended
Ramniwas Pandia	Non-Executive & Independent Director	4	4
Devendrakumar Nathani	Non-Executive & Independent Director	4	4

**(b) Stakeholders' Relationship Committee:**

This committee consists of 2 directors namely, Mr. Ramniwas Pandia and Mr. Devendrakumar Nathani

The Stakeholders' Relationship Committee deals with the matter of redressal of Shareholders and Investors complaints for transfer of shares, non-receipt of balance sheet and non-receipt of declared dividend etc..

- i) Name of Non-executive Director heading the Committee: Mr. Ramniwas Pandia.
- ii) Number of shareholders' complaints received: During the year 2014-15, the Company received complaints: Nil
- iii) Number not solved to the satisfaction of shareholders: Nil
- iv) Number of pending share transfers: Nil
- v) During the year the Committee met twice.
- vi) The Committee is renamed as 'Stakeholders' Relationship Committee' with revised terms of reference under the Companies Act, 2013 and amended Listing Agreement

**(c) Nomination & Remuneration Committee:**

The nomination & remuneration committee for appointment and remuneration of executive directors was constituted and consists of Non-executive independent Directors which evaluates and finalizes among other things, compensation and benefits of the Executive Directors. The committee comprises of two independent Directors, details as follows:

Name of Member	Designation
Mr. Ramniwas Pandia	Chairman
Mr. Devendrakumar Nathani	Member

**(d) Performance Evaluation Committee**

The company has formed a performance evaluation committee consisting of the following members:

Name of Member	Designation	No. of Meeting attended	
		Held	Attended
Mr. Ramniwas Pandia	Chairman	02	02
Mr. Devendrakumar Nathani	Member	02	02

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Appointment and Remuneration Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board' functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process

**(e) Risk Management Committee:**

The Company has constituted a Risk Management Committee. The Committee is required to lay down the procedures to inform to the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan of the Company.

This committee consists of 3 directors namely, Mr. Purshottam R. Agarwal, Mr. Ramniwas Pandia and Mr. Devendrakumar Nathani and during the year under review, the Risk Management Committee met once in year.

**5. RISK MANAGEMENT :**

During the financial year under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and the Board has been informed about the risk assessment and risk minimization procedures as required under Clause 49 of the Listing Agreement. Business risk evaluation and management is an ongoing process with the Company.

**6. SHARE TRANSFER SYSTEMS**

All the shares received are processed by the Registrar and Share Transfer Agent of the Company. Share transfers are registered and returned within maximum of 15 days from the date of lodgment if documents are complete in all respects, subject to exercise of option under compulsory transfer cum- demat procedure; share certificates are either demated or returned within the time limit as prescribed by the authorities.

**7. INDEPENDENT DIRECTORS MEETING:**

During the year under review, the Independent Directors met on 14.02.2015, inter alia, to discuss:

1. Evaluation of the performance of Non-Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
4. All the independent Directors were present at the meeting.

**8. REGISTRATION OF EMAIL-ID FOR RECEIPT OF NOTICES OF GENERAL MEETINGS, ANNUAL REPORT, ETC. IN E-FORM**

The Ministry of Corporate Affairs has taken 'Green Initiative in Corporate Governance' by allowing paperless compliances by the Company and has issued circulars allowing service of notices/ documents including Annual Report by email to its members. To support this green initiative of the Government in full measure, members who have not registered their email addresses so far, are requested to register the same in respect of electronic holdings with the Depository through their Depository Participants.

Members holding shares in physical form are requested to get their email addresses registered with the Company/ its Registrar & Share Transfer Agent

**9. REGISTRAR AND SHARE TRANSFER AGENT**

M/s. Sharepro Services (India) Private Limited having its Office at 416-420, Devnandan Mall, Opp. Sanyas Ashram, Ashram Road, Ahmedabad-380 006, Gujarat is the Registrar & Share Transfer Agent of the Company.

**Address of the Correspondence:****SHREE BHAVYA FABRICS LIMITED**

Survey No. 170, Opp. Advance Petrochem Limited, Pirana Road, Piplej, Ahmedabad-382405, Gujarat, INDIA. E-mail: anjani.fabrics@gmail.com

**Investors Correspondence/ Complaints to be address to:**

Mr. Purshottam Agarwal - Managing Director

Grievance Redressal e-mail ID : anjani.fabrics@gmail.com

Website : www.shreebhavyafabrics.com

**10. GENERAL BODY MEETINGS**

Location and time for last 3 years Annual General Meetings:

Financial Year	AGM	Location	Date	Time A.M./ P.M.
2013-14	26th	Survey No.170, Opp. Advance Petrochem Limited, Pirana Road, Piplej, Ahmedabad-382405, Gujarat	30.09.2014	11.00 A.M.
2012-13	25th	Survey No.170, Opp. Advance Petrochem Limited, Pirana Road, Piplej, Ahmedabad-382405, Gujarat	30.09.2013	11.00 A.M.
2011-12	24th	Survey No.170, Opp. Advance Petrochem Limited, Pirana Road, Piplej, Ahmedabad-382405, Gujarat	29.09.2012	11.00 A.M.

No Extra-Ordinary General Meeting was held during the financial year 2013-14.

**11. RESOLUTION CARRIED OUT THROUGH POSTAL BALLOT**

The Company has not passed any Resolution through postal ballot during the financial year and no resolution is proposed to be passed through Postal Ballot at the forthcoming Annual General Meeting.

**12. DISCLOSURES**

- o There are no materially significant related party transactions i.e. transactions of the Company of material natures, with its promoters, the directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.
- o No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markers, during the last three years.
- o The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.

**13. RECOMMENDATION TO GET THE SHARES DEMATERIALIZED**

We strongly recommend all the members holding shares in physical form to promptly get their shares dematerialized.

**14. CATEGORIES OF SHAREOWNERS AS ON 31.03.2015**

Category	No. of Shares Held	Voting Strength (%)
Promoters including Associate Companies	2259180	23.78
Resident Individuals	4268201	44.93
Financial Institutions/ Banks	—	—
Bodies Corporate	2932403	30.87
NRIs/ OCBs	40116	0.42
Others	100	0.00
Total	9500000	100.00

**15. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2015**

Share Balance	Holders	% of Total	Total Shares	% of Total
1-500	2348	79.59	621930	6.55
501-1000	301	10.20	249138	2.62
1001-2000	124	4.20	197662	2.08
2001-3000	38	1.29	99727	1.05
3001-4000	15	0.51	53681	0.57
4001-5000	31	1.05	147843	1.56
5001-10000	33	1.12	251781	2.65
10001-20000	21	0.71	311107	3.27
Above 20000	49	1.66	7567131	79.65
<b>TOTAL</b>	<b>2960</b>	<b>100.00</b>	<b>9500000</b>	<b>100.00</b>

**16. MEANS OF COMMUNICATION**

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as published in leading Newspapers normally in leading English and in Vernacular daily Newspapers immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

**17. LISTING ON STOCK EXCHANGES**

The Shares of the Company are listed at **Ahmedabad Stock Exchange Limited (ASE)** and **Bombay Stock Exchange Limited (BSE)**.

**18. STOCK CODE AND DEMAT ISIN NO.**

Stock Exchange	Scrip Code	Demat ISIN No.
BSE – Mumbai	521131	INE-363 D 01018
ASE - Ahmedabad	004350	

**19. STOCK MARKET DATA**

Monthly high and low of closing quotations of shares traded on the Bombay Stock Exchange Limited, Mumbai.

Month	High Price (Rs)	Low Price (Rs)
April, 2014	06.61	05.70
May, 2014	07.56	06.23
June, 2014	09.00	07.00
July, 2014	11.65	06.90
August, 2014	11.65	09.19
September, 2014	10.62	07.91
October, 2014	07.99	06.25
November, 2014	07.71	05.79
December, 2014	09.37	05.70
January, 2015	07.00	05.70
February, 2015	06.76	05.27
March, 2015	05.01	03.38



## 20. SHAREHOLDING PROFILE:

Mode of Holding	As on 31st March, 2015			As on 31st March, 2014		
	No. of holders	No. of Shares	% to Equity	No. of holders	No. of Shares	% to Equity
Demat	1323	8610055	90.63	1356	8605755	90.59
Physical	1637	889945	09.37	1648	894245	09.41
Total	2960	9500000	100.00	3004	9500000	100.00

## 21. SEBI COMPLAINTS REDRESSAL SYSTEM (SCORES):

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

## 22. GENERAL SHAREHOLDERS INFORMATION

Date of Incorporation	16th day of August, 1988
Date and time of Annual General Meeting	Wednesday, 30 <sup>th</sup> September, 2015 at 11 A.M.
Venue of Annual General Meeting	Survey No.170, Opp. Advance Petrochem Limited, Pirana Road, Piplej, Ahmedabad- 382405, Gujarat
Dates of Book Closure	23.09.2015 to 30.09.2015 (both days inclusive)
<b>Financial Year Calendar (tentative and subject to change) (01.04.2015 to 31.03.2016)</b>	
Financial reporting for the first quarter ending on 30th June, 2015	Within 45 days from end of quarter
Financial reporting for the half year ending on 30th September, 2015	Within 45 days from end of quarter
Financial reporting for the third quarter ending on 31st December, 2015	Within 45 days from end of quarter
Financial reporting for the year ending on 31st March, 2016	Within 45/60 days from end of quarter
Annual General Meeting for the year ending on 31st March, 2016	Last week of the September 2016

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

PLACE: AHMEDABAD.  
DATE: 12.08.2015

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

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**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors have pleasure in presenting the management discussion and analysis report for the year ended on March 31, 2015.

**1. INDUSTRY STRUCTURE, DEVELOPMENT:**

During the period under the review, the Company had been operating in Textile Activities

The performance of Sensex and Nifty during the entire FY 2014-15 was moderately positive. The year gone by saw high interest rates, rising cost of imported fuel, moderating economy and a volatile political environment, which contributed to the challenging market environment. The GDP of Indian Economy has shown growth of around 5% during the year 2014-15.

**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, recent 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'.

**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 ADEQUACY:**

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.

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

Sales and other income of the Company during the year was Rs.24625.58 Lacs as against Rs. 23547.38 Lacs in the previous year. The Company has earned net profit of Rs. 40.63 Lacs (Previous year net profit of Rs.35.94 Lacs) after providing depreciation, taxation, etc. for the year ended 31st March, 2015.

**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.

## 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.

**PLACE: AHMEDABAD.  
DATE: 12.08.2015**

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

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

**CEO CERTIFICATION**

The Board of Directors,  
SHREE BHAVYA FABRICS LIMITED  
Ahmedabad.

I, Purshottam R Agarwal, CEO & Managing Director responsible for the finance function certify that:

- a) I have reviewed the financial statements and cash flow statement for the financial year ended 31st March, 2015 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 my knowledge and belief, no transactions entered into by the Company during the financial year 2014-15, which are fraudulent, illegal or violate the Company's Code of Conduct.
- c) I 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) There has not been any significant change in internal control over financial reporting during the year under reference.
  - ii) There has not been any 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]**

**CEO & MD**

**Place: Ahmedabad**

**Date: 12.08.2015**

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE****To the members of SHREE BHAVYA FABRICS LIMITED**

We have examined the compliance of conditions of Corporate Governance by SHREE BHAVYA FABRICS LIMITED for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance for the year under the review as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For, NAHTA JAIN & ASSOCIATES**  
**Chartered Accountants**  
**FRN: 106801W**

**PLACE: AHMEDABAD**  
**DATE: 12.08.2015**

**[I.C. NAHTA]**  
**PARTNER**  
**M. No.: 070023**

**INDEPENDENT AUDITOR'S 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 DRAM INDUSTRIES LIMITED)** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, 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 reasonable 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 for our audit opinion on the financial statement.

**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 2015 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, 2015 ("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, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - f) 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 : 15/06/2015

(CA. I. C. Nahta)

Partner

M. No. 070023

**Annexure 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 2015, 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.
- (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.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
  - (c) The company is maintaining proper records of inventory. 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, there are an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and sale of services. We have not observed any major weakness in the internal control system during the course of our audit.
- (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 209(1)(d) of the companies act 1956 in respect of certain manufacturing activities of the company. Company has obtained cost audit report for the financial year 2013-14 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 2015 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/-	ITAT Ahmedabad	
2.	CIT (A)	A. Y. 2012-13	Rs. 1,87.140/-	CIT(A) Ahmedabad	

- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (ix) 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.
- (x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) 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.
- (xii) According to the information and explanation given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

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 : 15/06/2015

(CA. I. C. Nahta)  
Partner  
M. No. 070023

**BALANCE SHEET AS ON 31ST MARCH, 2015**

Particulars	Note No.	As at 31 March, 2015 Rs.	As at 31 March, 2014 Rs.
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
(a) Share capital	1	95,000,000	95,000,000
(b) Reserves and surplus	2	149,459,029	146,151,693
(c) Money received against share warrants		-	-
		<u>244,459,029</u>	<u>241,151,693</u>
<b>Share application money pending allotment</b>			
		-	-
<b>Non-current liabilities</b>			
(a) Long-term borrowings	3	206,378,039	200,412,614
(b) Deferred tax liabilities (net)		-	-
(c) Other long-term liabilities		-	-
(d) Long-term provisions		-	-
		<u>206,378,039</u>	<u>200,412,614</u>
<b>Current liabilities</b>			
(a) Short-term borrowings	4	351,526,926	365,692,574
(b) Trade payables	5	199,415,104	147,525,462
(c) Other current liabilities	6	266,366,842	205,830,905
(d) Short-term provisions	7	5,833,546	7,687,070
		<u>823,142,418</u>	<u>726,736,011</u>
<b>TOTAL</b>		<b><u>1,273,979,486</u></b>	<b><u>1,168,300,318</u></b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	8	122,782,648	111,007,644
(ii) Intangible assets		16,448,839	17,067,375
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
		<u>139,231,487</u>	<u>128,075,019</u>
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		2,713,069	2,992,407
(d) Long-term loans and advances	9	8,200,593	8,252,967
(e) Other non-current assets		-	-
		<u>150,145,149</u>	<u>139,320,393</u>
<b>Current assets</b>			
(a) Current investments		-	-
(b) Inventories	10	413,555,546	340,280,085
(c) Trade receivables	11	642,637,550	627,080,355
(d) Cash and cash equivalents	12	32,092,848	31,629,217
(e) Short-term loans and advances	13	35,259,087	29,774,882
(f) Other current assets	14	289,306	215,386
		<u>1,123,834,337</u>	<u>1,028,979,925</u>
<b>TOTAL</b>		<b><u>1,273,979,486</u></b>	<b><u>1,168,300,318</u></b>

See accompanying notes forming part of the financial statements

	As per our Report of Even Date For and on Behalf of <b>NAHTA JAIN &amp; ASSOCIATES</b> Chartered Accountants FRN 106801W (CA. I. C. NAHTA) Partner M.No. 070023	For and on behalf of the Board of Directors <b>Shree Bhavya Fabrics Ltd.</b> Formerly known as Anjani Dham Industries Ltd. Mr. Purshottam R. Agarwal DIN : 00396869 (Managing Director)	Mr. Ramniwas K. Pandia DIN : 02875168 (Director) Place : Ahmedabad Date : 15/06/2015
Place : Ahmedabad Date : 15/06/2015			

## Statement of Profit &amp; Loss as at 31 March, 2015

Particulars	Note No.	For the year ended 31 March, 2015 Rs.	For the year ended 31 March, 2014 Rs.
<b>CONTINUING OPERATIONS</b>			
Revenue from operations (gross)	15	2459383161	2350101332
Less: Excise duty		0	0
Revenue from operations (net)		2459383161	2350101332
Other income	16	3174288	4636760
<b>Total revenue</b>		<b>2462557449</b>	<b>2354738092</b>
Expenses			
(a) Cost of materials consumed	17	1832152442	1857294388
(b) Purchases of stock-in-trade	18	519137	936854
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	19	-22894841	-60398213
(d) Employee benefits expense	20	32386606	24238890
(e) Finance costs	21	85812131	81046672
(f) Depreciation and amortisation expense	8	25180208	23209824
(g) Other expenses	22	503707174	422294230
<b>Total expenses</b>		<b>2456862857</b>	<b>2348622645</b>
<b>Profit / (Loss) before exceptional and extraordinary items and tax</b>		<b>5694592</b>	<b>6115447</b>
Exceptional items		-	-
Extraordinary items		-	-
<b>Profit / (Loss) before tax</b>		<b>5694592</b>	<b>6115447</b>
<b>Tax expense:</b>			
(a) Current tax expense		1352320	1983400
(b) Deferred tax		279338	577648
(c) Add/Less : Excess/Short Provision of Income Tax		0	40044
<b>Profit / (Loss) for the year</b>		<b>4062934</b>	<b>3594443</b>
<b>Earnings per equity share of face value of Rs.10/- each (Previous year Rs. 10/-)</b>			
Basic and diluted (in Rs.)		0.43	0.38

See accompanying notes forming part of the financial statements

Place : Ahmedabad Date : 15/06/2015	As per our Report of Even Date For and on Behalf of NAHTA JAIN & ASSOCIATES Chartered Accountants FRN 106801W (CA. I. C. NAHTA) Partner M.No. 070023	For and on behalf of the Board of Directors Shree Bhavya Fabrics Ltd. Formerly known as Anjani Dham Industries Ltd. Mr. Purshottam R. Agarwal DIN : 00396869 (Managing Director)	Mr. Ramniwas K. Pandia DIN : 02875168 (Director) Place : Ahmedabad Date : 15/06/2015
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## SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS

31 March 2015 31 March 2014

**1 Share Capital****Authorised Share Capital**

1,00,00,000 (Prev. Yr. 1,00,00,000) Equity Shares of Rs. 10/- each (Prev. Yr. 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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Subscribed and fully paid up shares (Prev. Yr. Rs. 10/- each)	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 March 2015		31 March 2014	
	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 March 2015		31 March 2014	
	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 & Surplus**

<b>Securities Premium Account</b>		
Balance as per last financial statement	17366500	17366500
Add: Premium on shares issued during the year	0	0
<b>Closing Balance</b>	17366500	17366500
<b>Capital Reserve</b>		
Balance as per last financial statement	6109750	6109750
<b>Closing Balance</b>	6109750	6109750
<b>Profit &amp; Loss A/c</b>		
Balance as per last financial statement	122675443	119081000
Profit for the year	4062934	3594443
Less: Adjustment relating to Fixed assets (Note no.40)	755598	0
<b>Closing Balance</b>	125982779	122675443
<b>Total Reserves &amp; Surplus</b>	149459029	146151693

Particulars	31 March 2015	31 March 2014
<b>3 Long-term Borrowing</b>		
<b>Secured</b>		
a) India Bulls Housing Finance Ltd.	110370816	0
b) Vehicles Loan	343637	1002141
c) Working capital Term Loan (BOI)	68613990	78762032
	<u>179328443</u>	<u>79764173</u>
Less:		
Current Maturity of Term Loans	19435011	15555509
	<u>159893432</u>	<u>64208664</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 Bunglows, 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 31.03.2016 have been grouped under "Current maturities of long term borrowings." (refer Note 6)		
<b>Unsecured</b>		
<b>Loan From Others</b>	46484607	136203950
	<u>46484607</u>	<u>136203950</u>
	<u>206378039</u>	<u>200412614</u>
<b>4 Short-term Borrowing</b>		
<b>Secured</b>		
a) Bank of Baroda C/C	192849659	208534218
b) Bank of India C/C	158677267	157158356
	<u>351526926</u>	<u>365692574</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.		
<b>5 Trade Payable</b>		
Payables for Goods	199415104	147525462
	<u>199415104</u>	<u>147525462</u>
<b>6 Other Current Liabilities</b>		
Current Maturities of Long term Borrowing	19435011	15555509
Statutory Dues	3826148	1683074
Payables for Purchase of Fixed Assets	3984802	8424202
Payables for expenses	239120881	180168120
	<u>266366842</u>	<u>205830905</u>

Particulars	31 March 2015	31 March 2014
<b>7 Short Term Provisions</b>		
Provision for Income Tax	1352320	1983400
Other Provisions	4481226	5703670
	5833546	7687070
<b>9 Long term Loans &amp; Advances</b>		
Deposits	6079078	6076267
Fixed Deposits held as Security by Govt. Departments & Other Authorities	2121515	2176700
	8200593	8252967
<b>10 Inventories</b>		
(As valued and certified by Management)		
Finished Goods	159981922	156291959
Work in Progress Own	35716745	17397013
Work in Progress Job	4762949	3877803
Raw Material	171242655	139668508
Colour Chemicals	25196799	8678684
Packing Materials	390427	160113
Coal & Fire Wood	5525750	7835053
Stores & Spares	10738299	6370952
	41355546	340280085
<b>11 Trade Receivables</b>		
(Unsecured considered good)		
a. Trade receivables outstanding for a period exceeding six months from the date they were due for payment	71427312	46090157
b. Other Trade receivables	571210238	580990198
Total - a + b	642637550	627080355
<b>12 Cash and Bank Balance</b>		
Balance with Banks (Current)	2685627	5804449
Bank of Baroda Margin Money	27600785	25261624
Cash on Hand	1806436	563144
	32092848	31629217
<b>13 Other Short Term Loans &amp; Advances</b>		
Other Receivable	4548377	8280773
Balance with Statutory / Govt. Authority (TDS, ADVANCE TAX& VAT)	16856682	11179718
Other Loans & Advances (Unsecured but considered Good)	11516187	9438596
Pre paid Expenses	2337841	875795
	35259087	29774882

Particulars	31 March 2015	31 March 2014
<b>14 Other Current Assets</b>		
Interest Accrued on Fix Deposit	289306	215386
	<u>289306</u>	<u>215386</u>
<b>15 Revenue From Operations</b>		
Revenue from operations		
<b>Sales of Products</b>		
Finished Goods (Net of Returns, Rebate & Discount)	2020951760	1979543297
Traded Goods Grey Sales	521079	949922
Towel Sales	0	1301267
Bedsheet Sales	55714128	0
<b>Sale of Services</b>		
Job Work	382196194	368306846
Revenue from Operations (Gross)	<u>2459383161</u>	<u>2350101332</u>
Less: Excise Duty	0	0
Revenue from Operations (Net)	2459383161	2350101332
<b>Details of Product sold</b>		
Grey Fabrics	521079	949922
Finished Fabrics	2020951760	1979543297
Towel Sales	0	1301267
Bedsheet Sales	55714128	0
	<u>2077186967</u>	<u>1981794486</u>
<b>16 Other Income</b>		
Interest on Fixed Deposit	2619886	2602954
Share Dividend Income	10	0
Profit on sale of Machinery	455392	1939184
Rent	99000	94622
	<u>3174288</u>	<u>4636760</u>
<b>17 Cost of raw material and components consumed</b>		
Raw Material (Grey/Fabrics) Consumed :		
Opening Stock	139668508	132069665
Add : Purchase	1862075481	1863976762
Add : Grey Dalali	1651108	916469
	2003395097	1996962896
Less: Closing Stock	171242655	139668508
<b>TOTAL</b>	<u><b>1832152442</b></u>	<u><b>1857294388</b></u>
<b>18 Purchases of stock-in-trade</b>		
Grey Purchase	519137	936854
	<u>519137</u>	<u>936854</u>

Particulars	31 March 2015	31 March 2014
<b>19 (Increase) / decrease in inventories</b>		
Inventories at the end of the year		
Finished Goods	159981922	156291959
Work-in-progress Own	35716745	17397013
Work-in-progress Job	4762949	3877803
	200461616	177566775
<b>Inventories at the beginning of the year</b>		
Finished Goods	156291959	100086390
Work-in-progress Own	17397013	11902642
Work-in-progress Job	3877803	4298358
Hosiery Towel	0	881172
	177566775	117168562
<b>Net (Increase)/decrease</b>	-22894841	-60398213
<b>20 Employee Benefit Expenses</b>		
Salary, Wages & Bonus	26243562	19353945
Contribution to Provident Fund & E.S.I.C.	3069849	4286300
Staff Welfare	399995	477245
Director Remuneration	2673200	121400
	32386606	24238890
<b>21 Finance Costs</b>		
Bank Commission & Charges	4750656	7951792
Bank Interest (Net of Interest Subsidy received)	62842232	69266827
Interest to Others	18219243	3828053
	85812131	81046672
<b>22 Other Expenses</b>		
<b>Manufacturing Expenses</b>		
Colour Chemical Consumed :		
Opening Stock	8678684	8156018
Add: Purchase (Net of Return)	201238515	144863591
	209917199	153019609
Less: Closing Stock	25196799	8678684
	184720400	144340925
<b>Packing Material Consumed :</b>		
Opening Stock	160113	182264
Add: Purchase (Net of Return)	15081445	9226206
	15241558	9408470
Less: Closing Stock	390427	160113
	14851131	9248357



Particulars	31 March 2015	31 March 2014
<b>Power &amp; Fuel &amp; Coal Consumed</b>		
Opening Stock	7835053	693328
Add: Purchase of Lignite & Fire Wood	112482931	115836466
Add: Electric Bill	49513763	39873098
Add: Custom Duty (Highseas Purchase)	0	218311
Add: Clearing & Forwarding	0	563689
	<u>169831747</u>	<u>157184892</u>
Less: Closing Stock	5525750	7835053
	<u>164305997</u>	<u>149349839</u>
<b>Stores &amp; Spares Consumed</b>		
Opening Stock	6370952	6693100
Add: Purchase	53185666	38828578
	<u>59556618</u>	<u>45521678</u>
Less: Closing Stock	10738299	6370952
	<u>48818319</u>	<u>39150726</u>
	<u>412695847</u>	<u>342089847</u>
Process Charges	60688886	54115992
Freight & Octroi Cartage	6752945	6177562
Design Expenses	37844	20535
Factory Expenses	871579	672627
Testing charges	74358	142626
Pollution Control Exps.	1641298	758144
	<u>482762757</u>	<u>403977333</u>
<b>Administrative, Selling &amp; Distribution Expenses</b>		
Postage & Telephone Expenses	1001612	848813
Printing & Stationery	1005883	823142
Rent, Rate & Taxes	2962680	2323685
Insurance Charges	1327155	1616487
Consulting & Professional Charges	2449119	1280793
Auditors Remuneration	505620	337080
Advertisement	47050	49350
Charity & Donation	647311	205322
Electric Expenses	115606	103362
Office & General Expenses	339994	600621
Vehicle Expenses	2130942	1682711
Legal Expenses	56500	9832
Misc. Expenses	207020	135189
Computer Expenses	563715	677079
Service Tax Expenses	874790	590707
Claim Vatav Incentive (Net)	812067	1027103
Brokerage & Commission Dalali	3288734	4448713
Sales Promotion Expenses	336563	335514
Travelling Expenses	503231	1086728
Sales Tax Expenses	1768825	134666
	<u>503707174</u>	<u>422294230</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.

	<b>2014-2015</b>	<b>2013-2014</b>
	<b>in Rs.</b>	<b>in Rs.</b>
26 C.I.F. value of imports	7271199/-	6400000/-
27 Earning in foreign currency	Nil	Nil
Expenditure in foreign currency	Nil	Nil
Foreign currency exposures that are not hedged by derivative instruments :-		
28 Contingent liabilities & Commitments	9441193/-	9441193/-

**29 Quantitative Information :-**

1) Production

Particulars	31 March 2015		31 March 2014	
	Quantity	Quantity	Quantity	Quantity
Finished Cloth (Mtrs./Kgs.)	19954310	19188537		

2) Sales

Particulars	31 March 2015		31 March 2014	
	Quantity (Mtrs./Kgs.)	Amount Rs	Quantity (Mtrs./Kgs.)	Amount Rs
Finished Cloth	26005081	2076665888	26738852	1979543297
Grey Cloth	16809	521079	26137	949922
Job Charges	_____	382196194	_____	368306846
<b>TOTAL</b>	<b>26021890</b>	<b>2459383161</b>	<b>26764989</b>	<b>2348800065</b>

3) Purchase

Particulars	31 March 2015		31 March 2014	
	Quantity (Mtrs./Kgs.)	Amount Rs	Quantity (Mtrs./Kgs.)	Amount Rs
Grey consumed / Fabric purchased	25692994	1832152442	27606954	1857294388
Grey Cloth Traded	16809	519137	26137	936854
Colour Chemical	_____	184720400	_____	144340925
<b>TOTAL</b>	<b>25709803</b>	<b>2017391979</b>	<b>27633091</b>	<b>2002572167</b>

4) Closing Stock of Finished Goods

Particulars	31 March 2015		31 March 2014	
	Quantity (Mtrs./Kgs.)	Amount Rs	Quantity (Mtrs./Kgs.)	Amount Rs
Finished Goods	1789988	159981922	2597300	156291959
Semi Finished Goods	774750	35716745	454001	17397013
Grey	2453810	171242655	2386976	139668508
<b>TOTAL</b>	<b>5018548</b>	<b>366941322</b>	<b>5438277</b>	<b>313357480</b>

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

Particulars	31 March 2015		31 March 2014	
	Indigenous	Imported	Indigenous	Imported
<b>1) RAW MATERIALS</b>				
Grey/Fabrics	1832152442	–	1857294388	–
% Consumption	100.00%		100.00%	
<b>2) STORES &amp; SPARES</b>				
Stores & Spares	48818319	–	39150726	–
% Consumption	100.00%		100.00%	
<b>3) COLOUR &amp; CHEMICALS</b>				
Colour & Chemicals	184720400	–	144340925	–
% Consumption	100.00%		100.00%	
<b>4) COAL &amp; LIGNITE</b>				
Coal & Lignite	114792234	–	109476741	–
% Consumption	100.00%		100.00%	

## 30 The Profit and Loss Account includes:

## (i) Auditors Remuneration

Particulars	31 March 2015	31 March 2014
Audit Fees	505620	337080
Other Matter Fees	0	0
<b>TOTAL</b>	<b>505620</b>	<b>337080</b>

## (ii) Directors Remuneration

Particulars	31 March 2015	31 March 2014
Directors Remuneration	2673200	121400
<b>TOTAL</b>	<b>2673200</b>	<b>121400</b>

## 31 DEFERRED TAX

## Major components of deferred tax are:

Particulars	31 March 2015	31 March 2014
<b>Deferred Tax Liability</b>		
Depreciation	279338	577648
<b>Deferred Tax Assets</b>		
Disallowance under the Income Tax Act, 1961		
<b>Deferred Tax Liability (Net)</b>	<b>279338</b>	<b>577648</b>

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. 39,73,849/- - (Previous year Rs. 2,57,07,867/-).

34 Contingent Liability on account duty saved due to import against EPCG license is Rs. 94,41,193/- (Previous Year Rs. 94,41,193/-), which has to be met by fulfilling an export obligation of Rs. 6,67,67,544/- (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. 0.43 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. 755598/-
- 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 Radheshyam Agarwal

Anjani R. Agarwal

Aman Purshottam Agarwal

Following transactions were carried out with the related parties in the ordinary course of business:

Particulars	Associates Companies	Directors' & Relatives	Concerns in which Directors are interested
1 Sales & other Inc.	67155441	Nil	Nil
2 Purchase & other Ser.	54082707	Nil	Nil
3 Remuneration	Nil	5375600	Nil
4 Purchase of Assets	Nil	Nil	Nil
5 Deposit Received	76619672	Nil	Nil
6 Deposit Paid	67285160	Nil	Nil
7 Interest Recd.	Nil	Nil	Nil
8 Interest Paid	632645	Nil	Nil
9 Rent Paid	Nil	1200000	Nil
10 Investment in Equity	Nil	Nil	Nil
11 Balance outstanding	Dr./Cr. (Net) 3,97,45,760 DR		

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

**42 Earning Per Share (EPS):**

Particulars	31 March 2015	31 March 2014
Profit after tax as per profit & loss Account	<b>4062934</b>	3594443
Number of Equity Shares	<b>9500000</b>	9500000
Face value Rs. 10/- each Equity Shares (Previous year Rs. 10/-)		
Basic and Diluted EPS	<b>Rs. 0.43</b>	Rs. 0.38

**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, 2015.

**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 and on Behalf of  
NAHTA JAIN & ASSOCIATES  
Chartered Accountants  
FRN 106801W**

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

Place : Ahmedabad  
Date : 15/06/2015

**(CA. I. C. NAHTA)  
Partner  
M.No. 070023**

**Mr. Purshottam R. Agarwal  
DIN : 00396869  
(Managing Director)**

**Mr. Ramniwas K. Pandia  
DIN : 02875168  
(Director)**

Place : Ahmedabad  
Date : 15/06/2015

**NOTES "8" OF FIXED ASSETS**  
**STATEMENT OF FIXED ASSETS AS ON 31/03/2015**

SR. No.	NAME OF ASSETS	GROSS BLOCK					DEPRECIATION BLOCK				NET BLOCK	
		ASON 1/04/2014	ADDI-TION	DEDUC-TION	TOTAL 31/3/2015	ASON 1/04/2014	FORTHE YEAR	Transfer to Retain Earnings	ADJUST.	ASON 31/03/2015	ASON 31/03/2015	ASON 1/04/2014
1	PLANT & MACHINERY	296877671	33290389	5532343	324635717	239489337	13134890	0	4690235	247933992	76701725	57388334
2	FACTORY BUILDING	77475998	1009471	0	78485469	41032580	3477646	0	0	44510226	33975243	36443418
3	ELECRIC INSSULATION	5723957	305443	0	6029400	3672645	901878	3818	0	4612641	1416759	2051312
4	AIR CONDITION	2612313	101100	0	2713413	1237829	279611	0	0	1517440	1195973	1374484
5	COMPUTER	3089962	207075	0	3297037	2862290	162468	29703	0	3054461	242576	227672
6	CYCLE	15455	0	0	15455	14743	712	0	0	15455	0	712
7	FURNITURE	3844681	0	0	3844681	2727551	380029	72881	0	3180461	664220	1117130
8	TELEPHONE & FAX	1001884	105250	0	1107134	464536	257867	120619	0	843022	264112	537348
9	MOTOR CAR	21977743	0	0	21977743	16739116	1895820	4165	0	18639101	3338642	5238627
10	METADOR	4630685	0	0	4630685	3713618	239652	16742	0	3970012	660673	917067
11	OFFICE EQUIPMENT	1731618	0	0	1731618	865049	447735	190801	0	1503585	228033	866569
12	H.T.LINE	1887331	0	0	1887331	1480062	240002	57864	0	1777928	109403	407269
13	TUBEWELL	1056347	0	0	1056347	492727	0	52817	0	545544	510803	563620
14	PIPE INSSULATION	6127165	956054	0	7083219	4072579	802741	0	0	4875320	2207899	2054586
15	SCOOTER	886385	0	0	886385	684539	71010	12198	0	767747	118638	201846
16	WATER POLLUTION	3796258	0	0	3796258	3457238	43113	0	0	3500351	295907	339020
17	ROAD	1072442	0	0	1072442	337196	307757	101971	0	746924	325518	735246
18	ZEROX	205000	0	0	205000	137031	0	57719	0	194750	10250	67969
19	WEIGHT BRIDGE	515093	159600	0	674693	361675	39353	0	0	401028	273665	153418
20	LIFT	1168157	0	0	1168157	846160	79388	0	0	925548	242609	321997
	Total (A)	435696145	36134382	5532343	466298184	324688501	22761672	755598	4690235	343515536	122782648	111007644
	Intangible Assets											
21	Dranaqe Pipeline (Right to use)	17505000	1800000	0	19305000	437625	2418536	0	0	2856161	16448839	17067375
	Total (B)	17505000	1800000	0	19305000	437625	2418536	0	0	2856161	16448839	17067375
	Total (A+B)	453201145	37934382	5532343	485603184	325126126	25180208	755598	4690235	346371697	139231487	128075019
	Previous Year	440830649	25331456	12960960	453201145	304421208	23209824	0	2504906	325126126	128075019	136409441

**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. I. C. Nahta**  
Partner  
M. No. 070023

**Purushottam R. Agarwal**  
DIN : 00396869  
Managing Director

**Ramniwas Pandiya**  
DIN : 02875168  
Director

Place : Ahmedabad  
Date : 15/06/2015

Place : Ahmedabad  
Date : 15/06/2015



**A. CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31-03-2015**

<b>PARTICULARS</b>	<b>CURRENT YEAR</b>	<b>PREVIOUS YEAR</b>
NET PROFIT BEFORE TAX AND EXTRA ORDINARY ITEMS	5694592	6115447
<b>ADJUSTMENT FOR:</b>		
DEPRECIATION	25180208	23209824
INTEREST RECEIVED	(2619886)	(2602954)
PROFIT ON SALE OF FIXED ASSETS	(455392)	(1939184)
DIVIDEND RECEIVED		
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	27799522	24783133
TRADE AND OTHER RECEIVABLE	(15557195)	(39026879)
INCREASE IN LONG TERM LOANS AND ADVANCES	52374	745398
INCREASE IN SHORT TERM LOANS AND ADVANCES	(5484205)	(1220936)
INCREASE/DECREASE IN OTHER CURRENT ASSETS	(73920)	2765454
INVENTORIES	(73275461)	62712866
LOANS AND ADVANCES		
TRADE PAYABLES	51889642	(52431339)
INCREASE IN CURRENT LIABILITIES	56656435	28489792
DECREASE IN SHORT TERM PROVISIONS	(1853524)	230441
CASH IN FLOW FROM OPERATIONS	40153668	27047930
CASH IN FLOW BEFORE EXTRAORDINARY ITEMS	40153668	27047930
DIRECT TAX PAID	(1352320)	(1983400)
EXTRA ORDINARY ITEMS (PRIOR PERIOD ADJUSTMENT)	0	40044
<b>NET CASH IN FLOW FROM OPERATING ACTIVITIES</b>	<b>38801348</b>	<b>25104574</b>
<b>B. CASH OUT FLOW FROM INVESTING ACTIVITIES</b>		
SALE OF FIXED ASSETS	1297500	3000000
INTEREST RECEIVED	2619886	2602954
PURCHASES OF FIXED ASSETS	(37934382)	(6929141)
SALE OF INVESTMENTS		500000
DIVIDEND RECEIVED		
<b>NET CASH OUT FLOW FROM INVESTING ACTIVITIES</b>	<b>(34016996)</b>	<b>(826187)</b>
<b>C. CASH IN FLOW FROM FINANCING ACTIVITIES:</b>		
PROCEEDS OF PUBLIC ISSUE		
REPAYMENT OF LONG TERM BORROWING	100222774	(14342052)
REPAYMENT OF VEHICLE LOANS	(658504)	(2295098)
INCREASE IN UNSECURED LOANS	(89719343)	(1175119)
INCREASE IN SHORT TERM BORROWING	(14165648)	(4974647)
PRELIMINARY EXP.		
PUBLIC ISSUE EXPENSES		
<b>NET CASH IN FLOW FROM FINANCING ACTIVITIES</b>	<b>(4320721)</b>	<b>(22786916)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENT</b>	<b>463631</b>	<b>1491471</b>
NET CASH AND CASH EQUIVALENT (OPENING CASH BALANCE)	31629217	26549422
NET CASH AND CASH EQUIVALENT (CLOSING CASH BALANCE)	32092848	31629217

**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, 2015 and found the same in agreement therewith.

For NAHTA JAIN & ASSOCIATES  
Chartered Accountants

Place : Ahmedabad  
Date : 15/06/2015

(CA. I. C. NAHTA)  
Partner  
M.No.070023

## SHREE BHAVYA FABRICS LIMITED

[CIN: L17119GJ1988PLC011120]

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

## 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, 30th day of September, 2015 at 11.00 a.m. at the Registered Office of the Company at S.No.170, Opp. Advance Petrochem Limited, 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 2015		
2.	Re-appointment of Mr. Purshottam R. Agarwal [ DIN 00396869] as a Director of the Company who retires by rotation		
3.	Appointment of M/s.Nahta Jain & Associates, Chartered Accountants, as statutory Auditors of the Company		
	<b>Special Business</b>		
4.	Appointment of Ms. Vaishali Soni [DIN 07245825] as an Independent Director of the Company		
5.	Alteration and adoption of new set of Articles of Association of the Company		
6.	Approval of borrowing limit U/s.180(1)(c) of the Companies Act,2013		
7.	Approval of creating mortgage/ charge U/s.180(1)(a) of the Companies Act, 2013		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

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

**ATTENDANCE SLIP**

**[To be handed over at the entrance of the meeting hall]**

**27TH ANNUAL GENERAL MEETING**

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 27th Annual General Meeting held at the Registered Office of the Company at Survey No.170, Opp. Advance Petrochem Limited, Pirana Road, Piplej, Ahmedabad-382405, Gujarat, on Wednesday, 30th day of September, 2015 at 11.00 a.m.

\_\_\_\_\_  
**Member's/ Proxy's Signature**

Book Post

To

*If Undelivered please return to :*

**SHREE BHAVYA FABRICS LIMITED**

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