

# SHREE BHAVYA FABRICS LTD.

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

29th September, 2016

To,  
The General Manager,  
Department of Corporate Services,  
**BSE Limited**  
P. J. Tower, Dalal Street,  
Mumbai-400 001

Scrip Code: 521131

Dear Sir/ Madam,

**Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Proceeding and Voting Results of the 28th Annual General Meeting (AGM)**

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the proceedings of the 28th Annual General Meeting (AGM) of the Company held on Wednesday, 28th September, 2016 at 11.00 at Survey No.170, Opp. Advance Petrochem Ltd., Pirana Road, Piplej, Ahmedabad-382405, Gujarat, India.

Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding voting results of the business transacted at the AGM in the prescribed format.

Mr. Mukesh H. Shah proprietor of M/s. Mukesh H. Shah & Co., Company Secretaries was appointed as a scrutinizer to scrutinize the remote e-voting and ballot process at the AGM. We are enclosing herewith consolidated Report of the Scrutinizer on e-voting and voting through ballot paper at the Annual General Meeting. The above are also uploaded on website of the Company.

Based on the Consolidated Report of the Scrutinizer, all the Resolutions as set out in the Notice of 28th Annual General Meeting of the Company have been approved by the members of the Company with requisite majority.

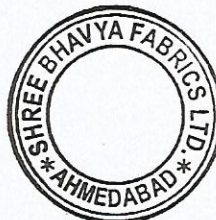
Kindly take note of the same and update in your record.

*Thanking you,*

Yours truly,  
For, SHREE BHAVYA FABRICS LIMITED

*Jyoti*  
[JYOTI DEVNANI]  
COMPANY SECRETARY

Encl.: A/a.



# SHREE BHAVYA FABRICS LIMITED

## A) DETAILS OF THE PROCEEDING OF THE MEETING

S.No.	Particulars	Details
1	Date of AGM/ EGM	
2	Total Number of Shareholders as on record dated [As of e-Voting cut-off date i.e. 21.09.16]	AGM- 28th September, 2016 2940
3	No. of Shareholders present in the meeting either in person or through proxy - Promoter & Promoter Group - Public	6 10
	No. of Shareholders attended the meeting through Video Conferencing - Promoter & Promoter Group - Public	Not Applicable

## B) RESULTS OF THE MEETING

S.No.	Agenda	Resolution Required (Ordinary/ Special)	Mode of Voting	Remarks
1	Adoption of Audited Financial Statement for the financial year ended 31st March, 2016 together with Directors' Report and Auditors' Report:	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
2	Appointment of Mr. Purshottam Agarwal [DIN: 00396869] as a Director of the Company who retires by rotation	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
3	Ratification of appointment of Nahata Jain & Associates, Chartered Accountants as statutory auditors of the Company	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
4	Appointment of Mr. Purshottam R Agarwal [DIN: 00396869] as a Chairman and Managing Director of the Company	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
5	Ratification of the remuneration of the Cost Auditors for the financial year 2016-17	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
6	Maintaining & keeping the Company's Registers required to be maintained U/s.88 of the Companies Act, 2013 & copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at a place other than the Company's Registered Office	Special	e-voting and ballot paper at the AGM	Passed with requisite majority



**C) RESOLUTION WISE DETAILS OF VOTING RESULTS**  
**Voting Results pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015**

**Item No.1: Adoption of Audited Financial Statement for the financial year ended 31st March, 2016 together with Directors' Report and Auditors' Report:**

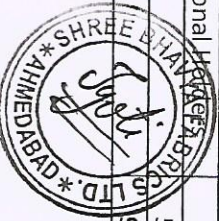
Resolution Required (Ordinary/ Special)							
Whether promoter/ promoter group are interested in the agenda/ resolution?							
: Ordinary							
Category	No. of shares Held	No. of votes polled	% of votes polled on outstanding Shares	No. of Votes in favour	No. of Votes Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter/ Public	1	2	$3 = [(2)/(1)] * 100$	4	5	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$
1 Promoter & Promoter Group	4490675	4442026	98.92	4442026	0	100.00	0.00
2 Public- Institutional Holders	0	0	0	0	0	0.00	0.00
3 Public- Others	5009325	907220	18.11	907220	0	100.00	0.00
<b>Total</b>	<b>9500000</b>	<b>5349246</b>	<b>56.31</b>	<b>5349246</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Item No. 2: Appointment of Mr. Purshottam Agarwal [DIN: 00396869] as a Director of the Company who retires by rotation**

Resolution Required (Ordinary/ Special)							
Whether promoter/ promoter group are interested in the agenda/ resolution?							
: Ordinary							
Category	No. of shares Held	No. of votes polled	% of votes polled on outstanding Shares	No. of Votes in favour	No. of Votes Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter/ Public	1	2	$3 = [(2)/(1)] * 100$	4	5	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$
1 Promoter & Promoter Group	4490675	4442026	98.92	4442026	0	100.00	0.00
2 Public- Institutional Holders	0	0	0	0	0	0.00	0.00
3 Public- Others	5009325	907220	18.11	907220	0	100.00	0.00
<b>Total</b>	<b>9500000</b>	<b>5349246</b>	<b>56.31</b>	<b>5349246</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Item No. 3: Ratification of appointment of M/s. Nahta Jain & Associates, Chartered Accountants as statutory auditors of the Company**

Resolution Required (Ordinary/ Special)							
Whether promoter/ promoter group are interested in the agenda/ resolution?							
: No							
Category	No. of shares Held	No. of votes polled	% of votes polled on outstanding Shares	No. of Votes in favour	No. of Votes Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter/ Public	1	2	$3 = [(2)/(1)] * 100$	4	5	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$
1 Promoter & Promoter Group	4490675	4442026	98.92	4442026	0	100.00	0.00
2 Public- Institutional Holders	0	0	0	0	0	0.00	0.00
3 Public- Others	5009325	907220	18.11	907220	0	100.00	0.00
<b>Total</b>	<b>9500000</b>	<b>5349246</b>	<b>56.31</b>	<b>5349246</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**C) RESOLUTION WISE DETAILS OF VOTING RESULTS**

Item No. 4: Appointment of Mr. Purshottam R Agarwal [DIN: 00396869] as a Chairman and Managing Director of the Company  
Resolution Required (Ordinary/ Special) : Ordinary

Whether promoter/ promoter group are interested in the agenda/ resolution? : No

Category	No. of shares Held	No. of votes polled	% of votes polled on outstanding Shares	No. of Votes in favour	No. of Votes Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter/ Public							
1 Promoter & Promoter Group	4490675	4442026	3=[(2)/(1)]*100	4	5	6=[(4)/(2)]*100	7=[(5)/(2)]*100
2 Public- Institutional Holders	0	0	0	0	0	0.00	0.00
3 Public- Others	5009325	907220	18.11	907220	0	100.00	0.00
<b>Total</b>	<b>9500000</b>	<b>5349246</b>	<b>56.31</b>	<b>5349246</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

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

Resolution Required (Ordinary/ Special)

: Ordinary

Whether promoter/ promoter group are interested in the agenda/ resolution? : No

Category	No. of shares Held	No. of votes polled	% of votes polled on outstanding Shares	No. of Votes in favour	No. of Votes Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter/ Public							
1 Promoter & Promoter Group	4490675	4442026	3=[(2)/(1)]*100	4	5	6=[(4)/(2)]*100	7=[(5)/(2)]*100
2 Public- Institutional Holders	0	0	0	0	0	0.00	0.00
3 Public- Others	5009325	907220	18.11	907220	0	100.00	0.00
<b>Total</b>	<b>9500000</b>	<b>5349246</b>	<b>56.31</b>	<b>5349246</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

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

Resolution Required (Ordinary/ Special)

: Special

Whether promoter/ promoter group are interested in the agenda/ resolution? : No

Category	No. of shares Held	No. of votes polled	% of votes polled on outstanding Shares	No. of Votes in favour	No. of Votes Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter/ Public							
1 Promoter & Promoter Group	4490675	4442026	3=[(2)/(1)]*100	4	5	6=[(4)/(2)]*100	7=[(5)/(2)]*100
2 Public- Institutional Holders	0	0	0	0	0	0.00	0.00
3 Public- Others	5009325	907220	18.11	907220	0	100.00	0.00
<b>Total</b>	<b>9500000</b>	<b>5349246</b>	<b>56.31</b>	<b>5349246</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>





**FORM NO. MGT-13**  
**REPORT OF SCRUTINIZER**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
Shri Purshottam R. Agarwal  
Chairman  
**Shree Bhavya Fabrics Limited**  
Survey No.170, Opp. Advance Petrochem Ltd.,  
Pirana Road, Piplej, Ahmedabad-382405,  
Gujarat, India

Dear Sirs,

**Sub.: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and voting through ballot paper at the 28th Annual General Meeting of Shree Bhavya Fabrics Limited held on Wednesday, 28th September, 2016 at 11.00 a.m. at Survey No.170, Opp. Advance Petrochem Ltd. Pirana Road, Piplej, Ahmedabad-382405, Gujarat, India**

I, Mukesh H. Shah Proprietor of M/s. Mukesh H. Shah & Co., Company Secretaries, Ahmedabad having Membership No. F5827 have been appointed as a Scrutinizer by the Board of Directors of M/s. Shree Bhavya Fabrics Limited, pursuant to Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to scrutinize the remote e-voting process and voting through poll process taken on the below mentioned resolutions at the 28th Annual General Meeting of the Equity Shareholders of M/s. Shree Bhavya Fabrics Limited held on Wednesday, 28th September, 2016 at 11.00 a.m. at Survey No.170, Opp. Advance Petrochem Ltd. Pirana Road, Piplej, Ahmedabad-382405, Gujarat, India.

1. The management of the Company is responsible to ensure the compliances with the requirements of the provisions of the Companies Act, 2013, and rules relating to voting on the resolutions contained in the Notice to the 28th AGM of the Equity Shareholders of the Company.

Our responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "In Favour" or "Against" the resolutions stated below, based on the scrutiny of the polling papers circulated at the Annual General Meeting (AGM) and on the basis of the reports generated from e-voting platform provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facility.

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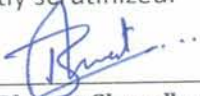
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2. Further to the above, we submit our consolidated report as under:

**A. Relating to remote e-voting:**

- a) The Notice convening Annual General Meeting dated 12th August, 2016 along with statement setting out material facts under section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions passed at the 28th AGM of the Company.
- b) The voting period for e-voting was open for 3 (three) days. E-voting commenced from Sunday, 25th September, 2016 (9.00 a.m.) and ended on Tuesday, 27th September, 2016 (05.00 p.m.).
- c) The Shareholders of the Company holding Shares as on the "Cut-off" date i.e. 21st September, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM.
- d) The votes cast under e-voting facility were thereafter unblocked in the presence of two witnesses, Mr. Bharat Chaudhary and Mr. Gopal G. Vairagi both are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence, thereafter report on e-voting done was generated in my presence and the same was diligently scrutinized.

  
Bharat Chaudhary

  
Gopal Vairagi

- e) The electronic ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
- f) Thereafter, the details of members who have voted "For", "Against" each of the resolutions permitted for remote e-voting were prepared based on report generated from the e-voting system provided by CDSL.

**B. Relating to poll voting at the AGM:**

- a) The poll was conducted together on all the Item No.1 to 6 on the agenda at the AGM at the end of discussion on all the resolutions.
- b) The poll was conducted to enable the members of the Company who were present at the Annual General Meeting (AGM) and could not cast their vote through remote e-voting facility provided by the Company through CDSL.

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- c) After ensuring that all the members who desire to cast their vote through poll have exercised their right to vote on pole and after seeking permission from the Chairman of the 28th Annual General Meeting (AGM). Ballot box kept for polling was locked in my presence with due identification marks.
- d) The locked ballot box was subsequently opened by me in presence above mentioned two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
- e) I did not find any poll paper invalid.
3. Based on such scrutiny of the remote e-voting and poll voting, the result of the voting is as per Annexure-A attached herewith.
4. A Compact Disc (CD)/ Excel Sheets or other supportive documents data containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared "INVALID" for each resolution will be returned for safe keeping by separate letter to the Company.
5. The electronic data, the poll/ ballot papers and all other relevant records were sealed and will remain in my safe custody until the Chairman consider, approves and sign the Minutes of the 28th Annual General Meeting (AGM) and the same shall be handed over thereafter by me to the Company Secretary authorized by the Board of Directors for keeping under safe custody.

*Note: All the resolutions having requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.*

Thanking You,

Place: Ahmedabad.

Date: 29.09.2016

Yours faithfully,  
FOR, MUKESH H. SHAH & CO.  
Company Secretaries




[MUKESH H. SHAH]

Proprietor

M. No.:F5827 & C.P.No.:2213

Countersigned by  
For, SHREE BHAVYA FABRICS LIMITED

  
[PURSHOTTAM R. AGARWAL]  
CHAIRMAN

Encl.: A/a.

## Results of voting through remote e-voting and poll/ ballot at the AGM

Sr. No.	Reso. No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes				Invalid votes/ Abstain		
					Voted in Favour of the Resolution (Assent)		Voted Against the Resolution (Dissent)		No of Members voting	No of votes casted	
					No of Members voting	No of votes casted	% of valid votes	No of Members voting			No of votes casted
1	1	Adoption of Audited Financial Statement for the financial year ended 31st March, 2016 together with Directors' Report and Auditors' Report:	Ordinary	Remote E-voting	12	4442040	100.00	0	0	0	0
				Poll at AGM	10	907206	100.00	0	0	0	0
				<b>Total</b>	<b>22</b>	<b>5349246</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
2	2	Appointment of Mr. Purshottam Agarwal [DIN: 00396869] as a Director of the Company who retires by rotation	Ordinary	Remote E-voting	12	4442040	100.00	0	0	0	0
				Poll at AGM	10	907206	100.00	0	0	0	0
				<b>Total</b>	<b>22</b>	<b>5349246</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
3	3	Retification of appointment of M/s. Nahta Jain & Associates, Chartered Accountants, as Statutory Auditors of the Company	Ordinary	Remote E-voting	12	4442040	100.00	0	0	0	0
				Poll at AGM	10	907206	100.00	0	0	0	0
				<b>Total</b>	<b>22</b>	<b>5349246</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
4	4	Appointment of Mr. Purshottam R Agarwal [DIN: 00396869] as a Chairman and Managing Director of the Company	Ordinary	Remote E-voting	12	4442040	100.00	0	0	0	0
				Poll at AGM	10	907206	100.00	0	0	0	0
				<b>Total</b>	<b>22</b>	<b>5349246</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
5	5	Ratification of the remuneration of the Cost Auditors for the financial year 2016-17	Ordinary	Remote E-voting	12	4442040	100.00	0	0	0	0
				Poll at AGM	10	907206	100.00	0	0	0	0
				<b>Total</b>	<b>22</b>	<b>5349246</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>





Results of voting through remote e-voting and poll/ ballot at the AGM

Sr. No.	Reso. No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes				Invalid votes/ Abstain		
					Voted in Favour of the Resolution (Assent)		Voted Against the Resolution (Dissent)		No of Members voting	No of votes casted	
					No of Members voting	No of votes casted	% of valid votes	No of Members voting			No of votes casted
6	6	Maintaining & keeping the Company's Registers required to be maintained U/s.88 of the Companies Act, 2013 & copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at a place other than the Company's Registered Office	Special	Remote E-voting	12	4442040	100.00	0	0	0	0
				Poll at AGM	10	907206	100.00	0	0	0	0
				<b>Total</b>	<b>22</b>	<b>5349246</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

