

NOTICE

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

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

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

Item No.2: Appointment of Director

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

Item No.3: Ratification of Appointment of Statutory Auditors

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

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

By Order of the Board
For, SHREE BHAVYA FABRICS LIMITED

PLACE: AHMEDABAD.

DATE: 12.08.2016

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

Registered Office:

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

NOTES:

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

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

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

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

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, 25th September, 2016 (9:00 a.m.) and ends on Tuesday, 27th September, 2016 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21st September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.-</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for SHREE BHAVYA FABRICS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- ◆ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - ◆ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ◆ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - ◆ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ◆ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details:

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

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

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

Item No.4:

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

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

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

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

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

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

Item No.5:

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

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

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

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

Item No.6:

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

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

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

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

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

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

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

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

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

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

On behalf of the Board
For, SHREE BHAVYA FABRICS LIMITED

PLACE: AHMEDABAD.

DATE: 12.08.2016

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

SHREE BHAVYA FABRICS LIMITED

[CIN: L17119GJ1988PLC011120]

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

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

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

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

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

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

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

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

Signed this _____ day of _____ 2016

Affix Re.1 Revenue Stamp

Signature of the Shareholder

Signature of the Proxy holder(s)

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
- Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

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

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

ATTENDANCE SLIP

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

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

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

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

Member's/ Proxy's Signature