

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

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

Phone No.: 079-22172949, 079-22133383

E-mail: csjd7bhavyafabrics@gmail.com Website: www.shreebhavyafabrics.com

**NOTICE**

**Notice** is hereby given that the **Twenty Ninth Annual General Meeting** of the Members of **Shree Bhavya Fabrics Limited** will be held at Survey No. 170, Opp. Advance Petrochem Limited, Pirana Road, Piplej, Ahmedabad-382405, Gujarat, India on **Friday, the 29th day of September, 2017 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, 2017, the reports of the Board of Directors and the Auditors thereon.

**Item No.2: Appointment of Director**

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

**Item No.3: Appointment and Fix remuneration of Statutory Auditors**

To appoint M/s. Abishek Kumar & Associates, Chartered Accountants as Statutory Auditors of the Company in place of M/s. Nahta Jain & Associates, Chartered Accountants, 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 Sections 139, 142 and other applicable provisions, if any, 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. Abhishek Kumar & Associates, Chartered Accountants (ICAI Registration No.: 130052W), Ahmedabad be and are hereby appointed as the Statutory Auditors of the Company, in place of M/s. Nahta Jain & Associates, Chartered Accountants (ICAI Registration No.106801W), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting, subject to ratification of their appointment by the Members at every Annual General Meeting till the 34th Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

**SPECIAL BUSINESS:**

**Item No.4: To appoint Mr. Ramesh P Agarwal [DIN: 07706882] as an Independent Director** 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 provision of section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Ramesh P. Agarwal (DIN: 07706882), Director of the company whose period of office was liable to determination by retirement of directors by rotation and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term upto January 12,2022.

"RESOLVED FURHTER THAT the Board of the company be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required in this regard.

**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: To Give Authority for related party transaction and in this regard, to consider and, if thought fit to pass, with or without modification (s) the following resolution as a Special Resolution:**

“RESOLVED that pursuant to provision of section 188(1) of the Companies act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications or re-enactment thereof, for the time being in force) and the consent of the Audit Committee and Board of Directors and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to ratify, approve and confirm the related party transactions for availing of advances/ loans, corporate guarantee, and security, whether material or not, hitherto entered or to be entered into by the Company from time to time as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

“RESOLVED further that the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to the aforesaid related party transaction(s) and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.”

By Order of the Board  
For, SHREE BHAVYA FABRICS LIMITED

PLACE: AHMEDABAD  
DATE: 17.08.2017

[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 terms of the relevant provision of the Companies act, 2013 and the rules made thereunder, it is proposed to appoint M/s Abishek Kumar & Associates (Firm Registration No. 130052W) Chartered Accountant, Ahmedabad as statutory auditors of the Company in place of the retiring auditors, M/s. Nahta Jain & Associates, Chartered Accountants of Ahmedabad [Firm Regn.No.:106801W]
7. 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.



8. 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.
9. 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.
10. Notice of this Annual General Meeting, Audited Financial Statements for 2016-17 along with Directors report and Auditors' Report are available on the website of the Company <http://www.shreebhavyafabrics.com>
11. The Register of Members and the Share Transfer Register of the Company will remain closed from **September 20, 2017 (Wednesday) to September 29, 2017 (Friday) (both days inclusive)**.
12. Bigshare Services Private Limited having its office at 1ST FLOOR, BHARAT TIN WORKS BUILDING, OPP. VASANT OASIS APARTMENTS (NEXT TO KEYS HOTEL), MAROL MAROSHI ROAD, ANDHERI EAST, MUMBAI 400059. OUR BOARD NUMBER WILL NOW BE 022 – 62638200n ( old address 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.
13. 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.
14. 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.
15. 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.
16. The route map showing directions to reach the venue of the twenty-ninth AGM is annexed.
17. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address either with the company or with the depository. Hence, members are requested to provide their email address to the Company/the Registrar and Transfer Agent or update the same with their depositories to enable the Company to send the documents in electronic form
18. 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. form the Company electronically.
19. Pursuant to the prohibition imposed vide Section 118 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the Meeting
20. **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 29th 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. 22nd September, 2017 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 Tuesday, 26th September, 2017 (9:00 a.m.) and ends on Thursday, 28th September, 2017 (5:00 p.m.). During this period, Members holding shares either in physical form or demat form, as on 22nd, September, 2017 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](http://www.shreebhavyafabrics.com) and on the website of CDSL [www.evotingindia.com](http://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 Tuesday, 26th September, 2017 (9:00 a.m.) and ends on Thursday, 28th September, 2017 (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. 22nd September, 2017, 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>



- (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.
- (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 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 use Mobile app - “m-Voting” for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s)
- (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](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 linked in the login 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.
- (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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.3:**

In terms of the provisions of Section 139 of Companies Act, 2013 (the "Act"), no listed company can appoint or re-appoint an audit firm as statutory auditor for more than two terms of five consecutive years. The Act further prescribes that the company has to comply with these provisions within three years from the commencement of the Act.

M/s. NAHTA JAIN & ASSOCIATES, Chartered Accountants, Ahmedabad, existing Statutory Auditors has been in office for more than ten years. As per second proviso to Section 139(2) of the Companies Act, 2013 ('the Act'), a transition period of three years from the commencement of the Act was provided to appoint a new auditor when the existing audit firm has completed two terms of five consecutive years. In compliance with the provisions of the Act, the Company will have to appoint a new auditor in place of the existing Joint Statutory Auditors by March 31, 2017.

The Board of Directors has, based on the recommendation of the Audit Committee at their meeting held on August 17, 2017, proposed the appointment of M/s. ABISHEK KUMAR & ASSOCIATES., Chartered Accountants [FRN NO.: 130052W], ahmedabad as the Statutory Auditor of the Company in place of the existing Joint Statutory Auditors to hold office from the conclusion of this AGM until the conclusion of the 34th AGM of the Company, subject to ratification by the members at every AGM. M/s. ABISHEK KUMAR & ASSOCIATES., Chartered Accountants [FRN NO.: 130052W], ahmedabad have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested, financial or otherwise, in this resolution.

The Board recommends the resolution set forth for the approval of the members.

**Item No.4:**

Mr. Ramesh Parmeshwarilal Agarwal was appointed as an additional director w.e.f. 13.01.2017 at the Board Meeting held on 13.01.2017. According to the provisions of Section 161 of the Companies Act 2013 ("Act"), he 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 Mr. Ramesh Parmeshwarilal Agarwal as a Director along with the deposit of requisite amount.

Mr. Ramesh Parmeshwarilal Agarwal has given declaration under Section 149(7) of the Companies Act, 2013 that he fulfills the conditions specified in Section 149(6) of the Companies Act, 2013 read with Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Members are further requested to note that Mr. Ramesh Parmeshwarilal Agarwal has given declarations that he is not disqualified to become a Director under Section 164(2) of the Companies Act, 2013 and he consent to hold office as Director.

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

Except Mr. Ramesh Parmeshwarilal Agarwal, none of the other Directors, Key Managerial Personnel and their relatives 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 2017-18 on a remuneration of Rs.50,000/- (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 2017-18.

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:**

Pursuant to the first proviso of Section 188(1) of the Companies Act, 2013, as our paid up capital is near by Rs.10 Crore, no contract or arrangement can be entered in to with a related party for any item specified in sub section (1) except with the prior approval of the general meeting by special resolution. With the change in proviso under the New Companies Act, 2013, the approval is sought for the arrangement of job-work, purchase and sales of Textile goods on order to order basis with related parties as per the details given in table placed herein below for a period of three years.

Sr. No.	Name of the Party	Nature of Interest/ relationship	Nature of Transaction	Value estimate transaction per contract
1	Balhanuman Fabrics Pvt. Ltd.	Associate Company	Purchase Sales	Rs. 5 Cr. Rs. 5 Cr.
2	Anunay Fab Limited	Associate Company	Purchase Sales	Rs. 20 Cr. Rs. 20 Cr.

The Board of Directors recommends this resolution as Special Resolution for approval of the members.

None of the Directors except Mr. Purushottam R Agarwal, Managing Director of the Company is concerned or interested in the resolution.

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

<b>Name of the Director</b>	<b>Mr. PURSHOTTAM R. AGARWAL</b>
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: 17.08.2017

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

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

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

Phone No.: 079-22172949, 079-22133383

E-mail: csjd7bhavyafabrics@gmail.com Website: www.shreebhavyafabrics.com

**FORM No. MGT – 11 PROXY FORM****(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)**

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

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

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him/her

2. 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 Friday, 29th day of September, 2017 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:

No.	Ordinary Business	For	Against
1.	Adoption of audited financial statements of the Company for the financial year ended 31st March 2017		
2.	Appointment of Mr.Purshottam Agarwal[DIN: 00396869] as a Director of the Company who retires by rotation		
3.	Appointment of Abhishek Kumar & Associates, Chartered Accountants as statutory auditors of the Company		
	<b>Special Business</b>		
4.	Appointment of Mr. Ramesh P. Agarwal [DIN:07706882] as a Independent Director of the company		
5.	Ratification of the remuneration of the Cost Auditors for the year 2017-18		
6.	Approval of Related Party Transaction		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Affix  
Revenue  
Stamp\_\_\_\_\_  
Signature of the Shareholder\_\_\_\_\_  
Signature of the Proxy holder(s)**Notes:**

1. 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.
2. 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]**

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Phone No.: 079-22172949, 079-22133383

E-mail: csjd7bhavyafabrics@gmail.com Website: www.shreebhavyafabrics.com

**ATTENDANCE SLIP**

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

**29th ANNUAL GENERAL MEETING 29.09.2017**

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 29th Annual General Meeting held at Survey No. 170, Opp. Advance Petrochem Ltd, Pirana Road, Piplej, Ahmedabad- 382405, Gujarat on Friday, 29th day of September, 2017 at 11.00 a.m.

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

Place : \_\_\_\_\_

Date : \_\_\_\_\_

**Notes:**

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
3. No Gifts Shall Be Distributed In The Annual General Meeting Or Afterwards.

**Note :** Please follow steps for remote e-voting procedure as given in the Notice of 29<sup>th</sup> AGM by log in on to <https://evotingindia.com> and the same is also available on <http://www.shreebhavyafabrics.com>