

37TH
Annual Report
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SHREE BHAVYA FABRICS LIMITED
[CIN: L17119GJ1988PLC011120]



BOARD OF DIRECTORS

Mr. Purushottam R. Agarwal
Chairman and Managing Director

Mr. Kishan M. Yadav
Director

Mr. Ramniwas K. Pandia
Independent Director
(Resigned as on 14.08.2024)

Mr. Rameshkumar P. Agarwal
Independent Director

Mrs. Vaishali S. Soni
Independent Director
(Resigned as on 05.12.2024)

Mr. Rohit Sunil Periwal
Independent Director
(Appointed w.e.f 14.08.2024)

Ms. Yashree Dixit
Independent Director
(Appointed W.e.f 25.12.2024)

KEY MANAGERIAL PERSONNEL

Mr. Chetan Dilipkumar Jain
Company Secretary & Compliance Officer

Mr. Kishan M. Yadav
Chief Financial Officer

BANKERS

BOB
Bank of India

STATUTORY AUDITOR

M/s. Nahta Jain & Associates
Chartered Accountants
Ahmedabad

COST AUDITORS

M/s. Kiran J. Mehta & Co.
Cost Accountants
Ahmedabad

REGISTERED OFFICE/FACTORY

Survey No. 170, Opp. Advance Petrochem Limited, Pirana Road, Piplej, Ahmedabad 382405, Gujarat, India.

E-mail: csjd7bhavyafabrics@gmail.com

Website: www.shreebhavyafabrics.com

CORPORATE OFFICE

252 New Cloth Market, O/S Raipur Gate, Ahmedabad – 380002 Gujarat, India.

Tel: 079-22133383

COMMITTEES OF BOARD OF DIRECTORS

- Audit Committee
- Stakeholder's Relationship Committee
- Nomination and Remuneration Committee

STOCK EXCHANGE

BSE Limited

ISIN

INE363D01018

CIN

L17119GJ1988PLC011120

SECRETARIAL AUDITORS

M/s. Mukesh H. Shah & Co.
Company Secretaries Ahmedabad

INTERNAL AUDITORS

M/s. Kamal M. Shah & Co.
Chartered Accountants Ahmedabad

REGISTRAR & SHARE TRANSFER AGENT **BIGSHARE SERVICES PRIVATE LIMITED**

REGISTERED OFFICE ADDRESS: - Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, Maharashtra 400093



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SHREE BHAVYA FABRICS LIMITED

CIN: L17119GJ1988PLC011120

Phone No:079-22172949

Registered Office (Mill):170, Opp. Advance Petrochem Ltd, Pirana Road, Piplej, Ahmedabad – 382405.

Email id: csjd7bhavyafabrics@gmail.com

Website: www.shreebhavyafabrics.com

NOTICE OF 37TH ANNUAL GENERAL MEETING

Notice is hereby given that the 37th Annual General Meeting of the Members of Shree Bhavya Fabrics Limited will be held on **Tuesday, the 30th day of September 2025 at 11:00 A.M.** at 252, New Cloth Market, O/s. Raipur Gate, Ahmedabad - 380002, Gujarat to transact the following business:

ORDINARY BUSINESS:

Item No. 1: ADOPTION OF FINANCIAL STATEMENTS, BOARD'S REPORT AND INDEPENDENT AUDITOR'S REPORT FOR THE FINANCIAL YEAR 2024-25:

To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March 2025 and the Reports of the Board and Auditor thereon laid before this Meeting, be and are hereby considered and adopted"

Item No. 2: RE-APPOINTMENT OF MR. KISHAN MADALAL YADAV (DIN: 02845697) AS A DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:

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

"RESOLVED THAT Mr. Kishan Madanlal Yadav, Director [DIN: 002845697], who retires by rotation as Director at this meeting pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder, Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No.3: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR 2025-26.

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 2025-26, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting be and is hereby approved and ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution."



Item No.4: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH ANUNAY FAB LIMITED AND BALHANUMAN FABRICS LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:

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 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the Company’s policy on Related Party Transactions, and subject to such other approvals, consent(s), permission(s) and sanctions of other authorities as may be necessary from time to time basis the approval and based on the recommendation of Audit Committee and the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to the Board for entering into and / or carrying out Material Related Transaction(s)/ contracts / arrangements or modification(s), alteration or amendments of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Anunay Fab Limited and Balhanuman Fabrics Limited in which Mr Purushottam Agarwal Managing Director is interested, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the period of five years on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis;

“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.”

Item No.5: APPOINTMENT OF M/S SHAH & SHAH ASSOCIATES, COMPANY SECRETARIES IN PRACTICE, AHMEDABAD, AS A SECRETARIAL AUDITOR OF THE COMPANY FOR THE PERIOD OF FIVE YEARS:

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

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory Provisions, if any, as amended from time to time, and as per the recommendation of the Audit Committee and the Board of Directors of the Company **M/S SHAH & SHAH. ASSOCIATES, (Firm Registration No. P2000GJ013500), Company Secretaries in Practice, Ahmedabad** be and is hereby appointed as Secretarial Auditors of the Company for conducting Secretarial Audit and issue the Secretarial Compliance Report for the term of 5 (five) consecutive years from Financial Year 2025-2026 to 2029-2030 at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.”



“RESOLVED FURTHER THAT the Board of Directors or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.

PLACE: AHMEDABAD

DATE: 14-08-2025

**By Order of the Board of Directors
of SHREE BHAVYA FABRICS LIMITED
SD/-**

**[PURUSHOTTAM R. AGARWAL]
CHAIRMAN & MANAGING DIRECTOR
DIN: 00396869**

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 meeting is also entitled to appoint one or more proxies and that a proxy need not be a member of the company. Proxies in order to be effective must be deposited not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10(ten) percent of the total share capital of the company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.
2. Notice of the AGM along with the Annual Report 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same and Annual Report for the financial year 2024-25 will also be available on the Company's website www.shreebhavyafabrics.com; and websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
3. Institutional/Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., at csjd7bhavyafabrics@gmail.com authorizing its representative to attend the AGM and to vote on their behalf at the Meeting and through e-voting/ballot paper.
4. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly.
5. In line with the MCA Circulars and SEBI Circulars, this Notice along with the Annual Report for F.Y.2024-2025, is being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company / their Depository Participants ("DPs"), unless any Member has requested for a physical copy of the same. A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to shareholders who have not registered their email address with the Company's RTA or DP. For convenience of Members, route map of the venue of the AGM is enclosed in this Annual Report.
6. In continuation with the MCA General Circulars No. 20/2020 dated May 5, 2020, SEBI Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated Jan 15, 2021 and in accordance with the General Circular No. 09/2024 dated Sep 19, 2024 SEBI/HO/CFD/ PoD-2 PCIR/2024/133 dated Oct 3, 2024 the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the financial year ended March 31, 2025 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company / RTA/ the Depository Participant(s). A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to shareholders who have not registered their email address with the Company's RTA or DP. The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same
7. The statement setting out the material facts pursuant to Section 102 of the Act concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India as approved by the Central Government, is also annexed to this Notice.



8. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 24th September, 2025 till Tuesday, 30th September, 2025 (both days inclusive).**
9. The statutory documents and relevant documents referred to in this Notice of Annual General Meeting and Statement setting out material facts will be available for inspection by the Members at the registered office of the Company. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM, i.e. **30th September 2025.** Members seeking to inspect such documents can send an e-mail to Company: csjd7bhavyafabrics@gmail.com.
10. To support the 'Green Initiative', we request the Members of the Company to register their Email Ids with their DP or with the Share Transfer Agent of the Company, to receive documents / notices electronically from the Company in lieu of physical copies. Please note that, in case you have already registered your Email Id, you are not required to re-register unless there is any change in your Email Id. Members holding shares in physical form are requested to send email at bssahd@bigshareonline.com to update their Email Ids or to the company at csjd7bhavyafabrics@gmail.com.
11. Those Members whose Email Id are not registered can get their Email Id registered as follows:
 - a. Members holding shares in demat form can get their Email Id registered / updated by contacting their respective Depository Participant.
 - b. Members holding shares in the physical form can get their Email Id registered by contacting our Registrar & Share Transfer Agent "Bigshare Service Private Limited" on their Email Id bssahd@bigshareonline.com.
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 share certificates to Registrar & Share Transfer Agent of the Company, for consolidation into a single folio.
13. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission / transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agent of the Company i.e. Bigshare Service Private Limited.
14. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the Registrar & Transfer Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
15. Members desiring any information as regards to Accounts are requested to send an email to csjd7bhavyafabrics@gmail.com, 10 days in advance before the date of the meeting to enable the Management to keep full information ready on the date of AGM.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection.
17. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
18. Members of the Company holding shares either in physical form or in dematerialized form as on Balance date i.e. **Friday 29th August, 2025** will receive Annual Report for the financial year 2024-25.



19. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar & Share Transfer Agent.

20. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- a. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency.
- b. The Notice calling the AGM along with Annual Report has been uploaded on the website of the Company at www.shreebhavyafabrics.com. The Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com>.

21. The remote e-voting period begins on **Saturday, September 27th, 2025 at 9:00 a.m. and will end on Monday, September 29th, 2025 at 5:00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Tuesday, 23rd September, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Tuesday, 23rd September, 2025**.

22. The facility of voting at the venue of AGM will be available only to the Members who have not cast their vote through remote e-voting. Members who have cast their vote by remote e-voting prior to AGM may attend the meeting but shall not be entitled to cast their vote again.

23. The Company has appointed M/s Mukesh H. Shah & Co, Practicing Company Secretary (Membership No. FCS: 5827; CP No: 2213), to act as the Scrutinizer for conducting the remote e-Voting process as well as the Voting at the AGM, in a fair and transparent manner.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retailshareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

➤ **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp



3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play





Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My Easi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.



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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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



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

General Guidelines for shareholders

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

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id (csjd7bhavyafabrics@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

24. Contact Details:



Company	Shree Bhavya Fabrics Limited Survey No. 170, Pirana Road, Piplej, Ahmedabad – 382405 Email Id: csjd7bhavyafabrics@gmail.com
Registrar & Share Transfer Agent	Bigshare Services Private Limited A-802 Samudra Complex, Near Classic Gold Hotel, Off. C G Road, Ahmedabad-380009, Gujarat. Ph. No.: 079-40024135 Email: bssahd@bigshareonline.com Website: www.bigshareonline.com
E-Voting Agency	National Services Depository Limited E-mail ID: evoting@nsdl.com Phone: 022 - 4886 7000
Scrutinizer	M/s. Mukesh H. Shah & Co. Practising Company Secretary E-Mail id: mukeshshahcs@gmail.com

**ANNEXURE-1 TO THE NOTICE**

Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the details of Directors seeking appointment/re-appointment in the Annual General Meeting to be held on **Tuesday, the 30th day of September 2025** are provided hereunder. The Directors have furnished consent/ declaration for appointment/ reappointment as required under the Companies Act, 2013 and the Rules made thereunder:

Name of the Director	Mr. Kishan Madanlal yadav
Directors Identification Number [DIN]	02845697
Date of Birth	21.06.1962
Age	63 years
Date of appointment on the Board	29.09.2020
Qualifications	Graduate
Expertise in Specific Area	He has vast experience in the field of Finance Management
Directorship held in other Public Companies (excluding foreign, private and Section 8 companies)	NIL
Memberships/ Chairmanships of Committee of other public companies (includes only Audit Committee & Stakeholders' Relationship Committee)	NIL
Number of shares held in the Company	NIL
Relationship with other director	No Relation
Relationship with Key Managerial Personnel	None
No. of Board Meeting attended during the FY 2024-25	9
Resigned From Any Listed Company in Past Three Years	No
Terms and conditions of appointment and Re appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Details of Remuneration last drawn (2024-25)	NIL



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; RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR 2024-25

The Board of Directors of the Company at its meeting held as on 28th May 2025 and on the recommendation of the Audit Committee, approved the appointment and remuneration of Kiran J. Mehta & Co., Cost Accountants, Ahmedabad as the Cost Auditor, to conduct the audit of the cost accounts / cost records of the Company for the financial year 2025-26 on a remuneration of INR 65,000 plus goods and service tax as applicable and reimbursement of out-of pocket expenses.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2024-25.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the aforesaid Ordinary Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No.4: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH ANUNAY FAB LIMITED AND BALHANUMAN FABRICS LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Pursuant to the amended Regulation 23 of the SEBI Listing Regulation, effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting and rendering/availing of product and services between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. Further pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Audit Committee, Board of Directors and also prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and also on arm's length basis.



The Audit Committee and Board of Directors at its meeting on the basis of relevant details provided by the management, as required by the law, at its meeting held on 14th August, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Moreover, the estimated value of the transaction(s) with Anunay Fab Limited and Balhanuman Fabrics Limited relating to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any goods, materials or property or availing or rendering of any services, borrowings/lending of loans and advances, to give premises on rent, to give donation, to give inter corporate deposits, transfer of any resources, services or obligations on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party to any office or place of profit in the Company for the period of five years are likely to exceed the threshold prescribed under Section 188 of The Companies Act, 2013, read with the rules made there and under Regulation 2 (zc) & 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting Standard (IND AS) 24 and will be considered material and therefore would require the approval of shareholders of the Company by an Ordinary Resolution.

The definition of related party is in pursuance with section 2(76), 2(77) of The Companies Act, 2013 read with rules made thereunder and Regulation 2(zb), 2 (zd) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Shareholders' approval sought for the Material Related Party Transactions to be entered for the period of five years as given in Item No. 4 shall be valid for the period of five years till FY 2029-30.

None of the Directors or Key Managerial Personnel / Promoter except Mr. Purushottam Agarwal, Chairman and Managing Director of the Company are deemed to be concerned or interested in resolution no. 4 of this Notice to the extent of their shareholding in the Company, if any.

As per the SEBI Listing Regulations, all related parties of the Company, whether a party to the proposed transaction(s) or not, shall abstain from voting on the said resolution. Further in accordance with the Section 188 of the Companies Act, 2013, no members of the company shall vote on such resolutions, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The consent of the Shareholders is sought for passing an Ordinary Resolution as set out at Item No. 4 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as an Ordinary Resolution.

Details of the proposed RPTs between the Company and Anunay Fab Ltd, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:



Sr No.	Description	Particulars
1.	Name of the related party	ANUNAY FAB LIMITED
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Group Company
3.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Purchase -50.00 CR (Value Estimate transaction per contract per year) Sales -50.00 CR (Value Estimate transaction per contract per year) Receipt -50.00 CR (Value Estimate transaction per contract per year) Payment -50.00CR (Value Estimate transaction per contract per year)
4.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Mr. Purushottam Agarwal Managing Director and Promoter of the Company is Common Director. Moreover he is holding 2.85% shares in the company
5.	Justification as to why the RPT is in the interest of the listed entity	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity
6.	Any other information that may be relevant. All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.	Any other information that may be relevant. All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.



Details of the proposed RPTs between the Company and Balhanuman Fabrics Ltd, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sr No.	Description	Particulars
1.	Name of the related party	Balhanuman Fabrics Ltd
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Group Company
3.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Purchase -50.00 CR (Value Estimate transaction per contract per year) Sales -50.00 CR (Value Estimate transaction per contract per year) Receipt -50.00 CR (Value Estimate transaction per contract per year) Payment -50.00CR (Value Estimate transaction per contract per year)
4.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Mr Aman Agarwal, Son of Mr Purushottam Agarwal is Promoter and Managing Director of the Company.
5.	Justification as to why the RPT is in the interest of the listed entity	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity
6.	Any other information that may be relevant. All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.	Any other information that may be relevant. All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

**Item No. 5: APPOINTMENT OF M/S SHAH & SHAH ASSOCIATES, COMPANY SECRETARIES IN PRACTICE, AHMEDABAD, AS A SECRETARIAL AUDITOR OF THE COMPANY FOR THE PERIOD OF FIVE YEARS:**

Pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company shall annex with its Director's report made in terms of sub-section (3) of section 134, a secretarial audit report, given by a company secretary in practice, in such form as may be prescribed. In addition to the requirements of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024 mandates that every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity. Besides, such appointment shall be approved by the Members of the Company at the Annual General Meeting.

In compliance with the applicable laws and based on the recommendations of the Audit and Compliance Committee, the Board of Directors, at their meeting held on Wednesday 28th May, 2025, approved the appointment of M/S SHAH & SHAH ASSOCIATES, Company Secretaries as the Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from FY 2025-26 to FY 2029-30, subject to the approval of the Members at the Annual General Meeting.

In accordance with Regulation 24A of SEBI Listing Regulations, the firm holds a valid certificate issued by the Institute of Company Secretaries of India. The firm has been providing professional services to listed companies and has a proven track record of maintaining high standards of governance and regulatory compliance. M/S SHAH & SHAH ASSOCIATES, Company Secretaries have given their consent to be appointed as Secretarial Auditors of the Company confirming that they do not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/CFD-PoD/CIR/P/2024/185 dated December 31, 2024.

The Secretarial Audit fees to be paid to M/S SHAH & SHAH ASSOCIATES, Company Secretaries, for their Secretarial Audit services plus applicable taxes and out-of-pocket expenses shall be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor. In addition to the Secretarial Audit, M/S SHAH & SHAH ASSOCIATES, shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors, required if any.

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the Members is being sought for passing an Ordinary Resolution for the appointment of M/S SHAH & SHAH ASSOCIATES, Company Secretaries as the Secretarial Auditors of the Company.

The Board of Directors of the Company recommends passing of the resolution as set out in Item No.5 as Special Resolution.

**PLACE: AHMEDABAD
DATE: 14.08.2025**

**By Order of the Board of Directors
of SHREE BHAVYA FABRICS LIMITED**

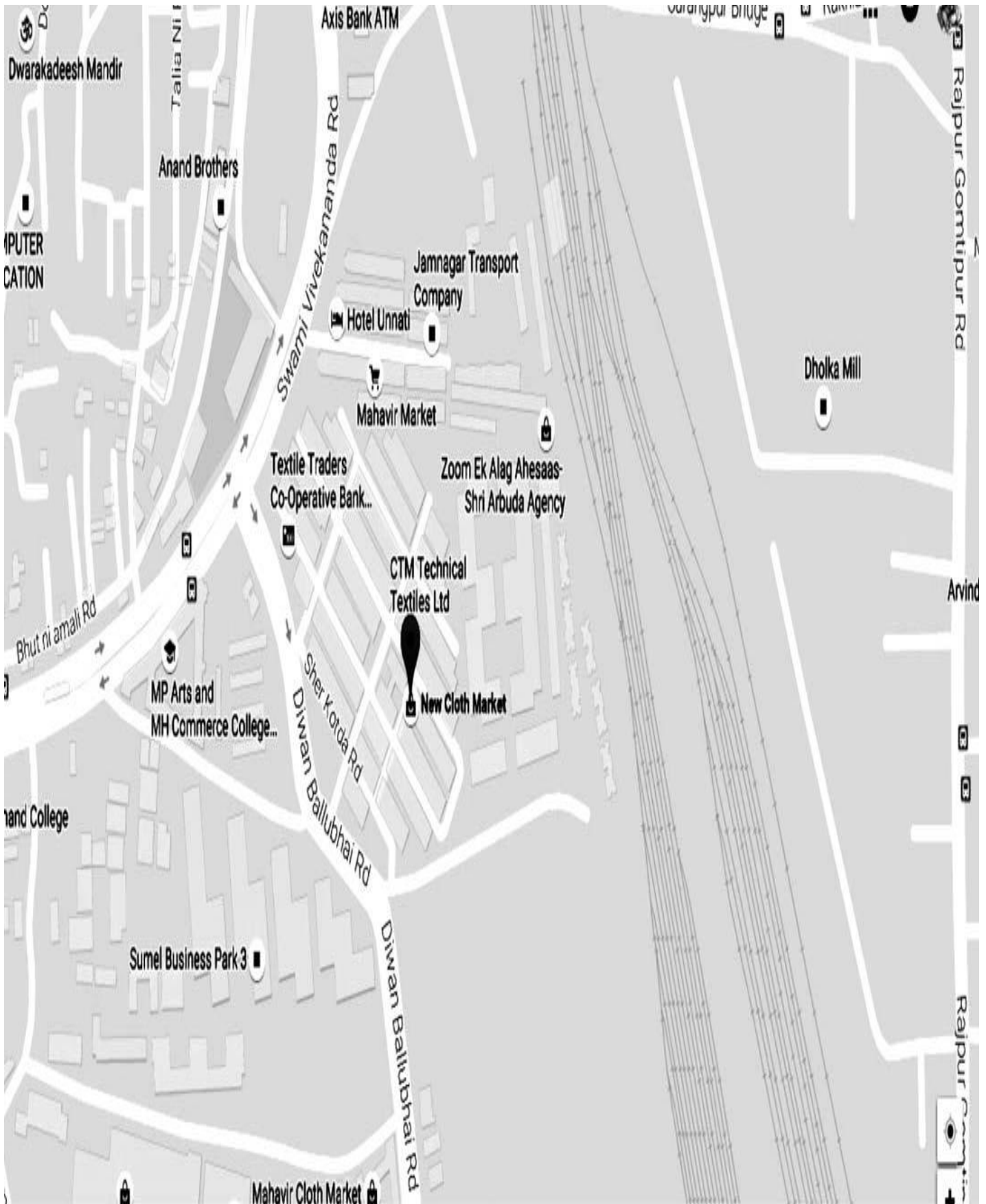
SD/-

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

**[PURUSHOTTAM R. AGARWAL]
Chairman & Managing Director
DIN: 00396869**



ROUTE MAP OF 37TH ANNUAL GENERAL MEETING



**DIRECTORS' REPORT**

To the Members,

Your Directors have great pleasure in presenting the 37th Annual Report together with the Audited statements of Accounts of your Company for the financial year ended on 31st March, 2025.

➤ **FINANCIAL SUMMARY:**

The Highlights of the financial performance of the Company during the period ended March 31st, 2025:

(Amount in Lakhs)

Particulars	Financial Year 2024-25	Financial Year 2023-24
Revenue from operations	18467.3	17059.00
Other income	37.29	44.29
Total Revenue	18504.93	17,103.28
Expenses		
a) Cost of Material Consumed	9325.98	8,092.52
b) Purchase of stock in trade	153.57	367.68
c) Changes in inventory of finished goods, stock in trade and WIP	(645.07)	(1,113.70)
d) Employee benefits expense	699.86	677.26
e) Finance costs	714.81	762.12
f) Depreciation and amortization expense	108.85	86.21
g) Other expenses	7846.36	7976.75
Total Expenses	18204.36	16,848.84
Profit/ (Loss) before tax	300.57	254.44
Tax expense:		
(a) Current tax expense	70.00	60.00
(b) Tax charge relating to earlier periods	-2.83	-2.39
(c) Deferred tax	-1.59	3.88
Total Tax Expenses	65.58	61.50
Profit / (Loss) for the year	234.99	192.95
Earnings per share (face value Rs.10/-) Basic & Diluted	2.47	2.03

➤ **OPERATIONS REVIEW:**

The Company's total revenue from operations during the financial year ended 31st March 2025 were Rs. 18467.63 Lacs as against Rs. 17,059.00 Lacs of the previous year representing increase of approximately about 1,408.63 Lacs over the corresponding period of the previous year with total expenses of Rs. 18204.36 Lacs (previous year of Rs. 16,848.84 Lacs)

The Company has made Net Profit of Rs. 234.99 Lacs as against Rs. 192.95 Lacs of the previous year. The EPS of the Company for the year 2024-25 is Rs. 2.47.

A detailed discussion on performance and outlook appears as part of Management Discussion and Analysis attached to this report.

**➤ EXPORTS:**

During the financial year, the Company has achieved export sales of Rs. 44.19 Lakhs (previous year of Rs. 260.51 Lakhs).

➤ TRANSFER TO RESERVES:

During the year under review, the Company has not transferred any amount to the 'General Reserve' and entire amount of profit for the year forms part of the 'Retained Earnings'.

➤ DIVIDEND:

No dividend has been recommended in respect of the financial year ended 31st March, 2025 and the entire surplus be ploughed back to the business to meet the needs for additional finance for capital expenditure.

➤ CHANGE IN NAME AND NATURE OF COMPANY BUSINESS:

There is no change in name and nature of the company during the period under review.

➤ DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

The Board of Directors consists of 5 (Five) members, of which 3 (Three) are Independent Directors. The Board also comprises of one-woman Independent Director.

i. Change in constitution of Board of Directors:

During the year under review, there were the following changes in the composition of the Board of Directors:

- Mr. Rohit Sunil Periwal (DIN: 09168445) was appointed as an Independent and Non-Executive Director of the Company with effect from 14th August 2024
- Ms. Yashree Kaushalkumar Dixit (DIN: 00394836) was appointed as an Independent Director of the Company with effect from December 25, 2024.
- Mr. Ramnivas Kodaram Pandia (DIN: 02875168) resigned from the post of Independent Director with effect from August 14th 2024. The Board places on record its sincere appreciation for his valuable contributions and leadership during his tenure.
- Mrs. Vaishali Sureshkumar Soni (DIN: 07245825) resigned from the post of Independent Director with effect from December 05th 2024. The Board places on record its sincere appreciation for her valuable contributions and leadership during her tenure.

ii. Key Managerial Personnel (KMP):

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on the date of this Report are:

Sr.No.	Name	Designation
1.	Mr. Purushottam R. Agarwal	Chairman and Managing Director
2.	Mr. Kishan M. Yadav	Director and Chief Financial Officer (CFO)
3.	Mr. Chetan Dilipkumar Jain	Company Secretary and Compliance Officer(CS)

iii. Retirement of Director by Rotation:

In accordance with the provisions of section 152 (6) of the Act and in terms of the Articles of Association of the Company, Mr. Kishan Madanlal Yadav, Director [DIN: 002845697] is liable to retire by rotation at the ensuing Annual General Meeting. Director being eligible, offer himself for re-appointment at the ensuing Annual General Meeting.



The Board recommends the re-appointment of Mr. Kishan Madanlal Yadav, Director [DIN: 002845697] as Director of the Company liable to retire by rotation. Brief profiles of aforesaid director is given in the Annual Report.

iv. Declaration by Independent Directors:

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 Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions of the Independent Directors are incorporated on the website of the Company www.shreebhavyafabrics.com

v. Profile of Directors seeking Appointment/Re-appointment:

As required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015, particulars of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting are annexed to this notice convening Thirty Seventh Annual General Meeting.

vi. Disqualification of Directors

None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

➤ **DIRECTORS' RESPONSIBILITY STATEMENT:**

As stipulated in Section 134(3) (c) read with sub section 5 of the Companies Act, 2013, Directors subscribe to the "Directors' Responsibility Statement", and confirm that:

- a) In preparation of annual accounts for the year ended 31st March, 2025, the applicable accounting standards have been followed and that no material departure have been made from the same;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- c) The Directors had taken proper and sufficient care 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) The Directors had prepared the annual accounts for the year ended 31st March, 2025 on going concern basis.
- e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

➤ **DETAILS OF HOLDING / SUBSIDIARY COMPANIES / JOINT VENTURES / ASSOCIATE COMPANIES:**

During the year under review, the Company does not have any Holding, Subsidiary, Joint Venture (JV) or Associates Company.

➤ **DEPOSIT:**

The Company has neither accepted nor invited any deposit from public, falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

➤ **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

➤ **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

Your Company has laid down the set of standards, processes and structure which enables to implement internal financial control across the Organization and ensure that the same are adequate and operating effectively. To maintain the objectivity and independence of Internal Audit, the Internal Auditor reports to the Chairman of the Audit Committee of the Board.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with the operating systems, accounting procedures and policies of the Company. Based on the report of Internal Auditor, the process owners undertake the corrective action in their respective areas and thereby strengthen the Control. Significant audit observation and corrective actions thereon are presented to the Audit Committee of the Board.

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

Information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo, required under Section 134 (3) (m) of the Companies Act, 2013 forms part of this Annual Report as Annexure-I.

➤ **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:**

There was no employee drawing remuneration requiring disclosure under the Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

➤ **VIGIL MECHANISM:**

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company www.shreebhavyafabrics.com.

➤ **NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW: -**

During the year under review 9 (Nine) Board Meetings were convened and held as per the details below: -

Sr No.	Dates of Board Meetings
01.	01.04.2024
02.	30.05.2024
03.	14.08.2024
04.	26.09.2024



05.	23.10.2024
06.	14.11.2024
07.	25.12.2024
08.	13.02.2025
09.	24.02.2025

The intervening gap between the two meetings was within the period prescribed under the Companies Act, 2013.

During the year, your Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

The details of the meetings are furnished in the Corporate Governance Report which forming part of this Annual Report.

➤ **COMMITTEES OF THE BOARD OF DIRECTORS:**

Your Company has several Committees which have been established as part of the best Corporate Governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Company has following Committees of the Board of Directors:

- ♦ Audit Committee
- ♦ Stakeholder's Relationship Committee
- ♦ Nomination and Remuneration Committee

The details with respect to the compositions, powers and terms of reference and other information of relevant committees are given in details in the Corporate Governance Report which forming parts of this Annual Report.

➤ **DISCLOSURE UNDER SECTION 197(12) AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

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 (Rs.)	Ratio/ Times per Median of employee remuneration
		FY 2024-25 (Rs.)	FY 2023-24 (Rs.)		
Mr. Purushottam R. Agarwal	Managing Director (MD)	36,02,400	36,02,400	0	0
Mr. Chetan Jain	Company Secretary (CS)	6,99,900	5,57,100	1,42,800	-
Mr. Kishan M. Yadav	Chief Financial Officer (CFO)	0	0	0	0



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 numbers of permanent employees as on rolls of Company are **143** as on 31st March, 2025.

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

➤ **AUDITORS**

i. STATUTORY AUDITOR AND THEIR REPORT:

The current Statutory Auditors of the Company are M/s. Nahta Jain & Associates., Chartered Accountants, Ahmedabad (Firm Registration No. 106801W) who have been appointed as Statutory Auditors of the Company at the 34th Annual General Meeting held on September 27th, 2022, for a term of five (5) consecutive financial years from the conclusion of the 34th Annual General Meeting till the conclusion of 39th Annual General Meeting.

The Auditors' Report does not contain any qualification, reservation, or adverse remark on the financial statements for the financial year ended March 31st, 2025. The Notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

ii. STATUTORY AUDIT REPORT

The Statutory Auditors' Report on the accounts of the Company for the accounting year ended 31st March, 2025 is self-explanatory and do not call for further explanations or comments that may be treated as adequate compliance of Section 134 of the Companies Act, 2013.

iii. INTERNAL AUDITORS:

M/s. Kamal M. Shah & Co., Chartered Accountants, Ahmedabad has been appointed as Internal Auditors of the Company for FY 2024-25. Internal Auditors are appointed by the Board of Directors of the Company on a yearly basis, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the Internal Audit of the Company, to the Audit Committee on a quarterly basis. The scope of internal audit is approved by the Audit Committee.

iv. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT 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, a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company for FY 2024-25.

The Secretarial Audit Report issued by them for the financial year ended March 31st, 2025, is attached as **Annexure IV** to this Report.

The Secretarial Audit Report does not contain any qualifications, reservations, or adverse remarks. During the year under review, the Statutory Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees, to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

v. COST RECORDS AND COST AUDITORS:

The Board of Directors had, on recommendation of the Audit Committee, re-appointed Kiran J. Mehta & Co., Cost Accountants, Ahmedabad, as the Cost Auditor of the Company for the financial year 2024-25, on the remuneration terms as approved by the members at the last Annual General Meeting held on 30th September 2024.

The Board has re-appointed M/s Kiran J. Mehta & Co., Cost Accountants, Ahmedabad for the Financial Year 2025-26 as a Cost Auditor of the Company in the Board meeting held on 28th May, 2025, after obtaining its willingness and eligibility letter for appointment as Cost Auditor of the Company. As required under the Act



and Rules made thereunder, the remuneration payable to the Cost Auditor is required to be placed before the Members in a general meeting for ratification. Accordingly, a resolution seeking ratification by members for the remuneration payable to Kiran J. Mehta & Co. is included in the Notice convening 37th Annual General Meeting of the Company.

➤ **LISTING WITH STOCK EXCHANGE:**

The Company's shares are listed on the BSE Limited (BSE) at P. J. Towers, Dalal Street, Mumbai 400001. The Company has paid the Annual Listing Fees for the year 2024-25 to BSE Limited.

➤ **COMPLIANCE WITH THE SECRETARIAL STANDARDS:**

The company has complied with all the provisions of Secretarial Standards on Board Meetings and General Meetings issued by the Institute of Company Secretaries of India

➤ **CORPORATE GOVERNANCE REPORT:**

The Company has taken adequate steps to adhere to all the stipulations laid down under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance included as a part of this Annual Report is given in **Annexure-II**.

A certificate from the Practicing Company Secretary of the company confirming the compliance with the conditions of Corporate Governance as stipulated under Reg. 27 & 34 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Annual Report.

➤ **MANAGEMENT DISCUSSION AND ANALYSIS:**

A detailed review of operations, performance and future outlook of your Company and its businesses is given in the Management Discussion and Analysis, which forms part of this Report as stipulated under Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Management Discussion and Analysis Report forming part of this Board of Director's Report as - **Annexure VIII**

➤ **CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All the related party transactions that were entered during the financial year were in the Ordinary course of business of the Company and were on arm's length basis. There were no materially significant related party transactions entered by the Company with its Promoters, Directors, Key Managerial Personnel or other persons which may have potential conflict with the interest of the Company.

All Related Party transactions are placed before the Audit Committee for approval, wherever applicable. Prior omnibus approval for normal business transactions is also obtained from the Audit Committee for the related party transactions which are of repetitive nature and accordingly the required disclosures are made to the Committee on quarterly basis in terms of the approval of the Committee. The details of Related Party Transactions are given in the notes to the financial statements. The policy on Related Party Transactions as approved by the Board of Directors is uploaded on the website of the Company **www.shreebhavyafabrics.com**

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, as prescribed in **Form AOC-2. Annexure III**.

➤ **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

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.

➤ **RISK MANAGEMENT POLICY:**

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organization from various risks through adequate and timely actions. It is designed to anticipate,



evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventoried and integrated with the management process such that they receive the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section.

➤ **STATEMENT ON INDEPENDENT DIRECTORS:**

The Following Directors are independent in terms of Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015:

- (a) Mr. Rohit Sunil Periwal
- (b) Mr. Rameshkumar Parmeshwarilal Agarwal
- (c) Mrs. Yashree Kaushalkumar Dixit

The Company has received requisite declarations/confirmations from all the above Directors confirming their independence.

Your Board confirms that in their opinion the independent directors fulfill the conditions of the independence as prescribed under the SEBI (LODR), 2015 and they are independent of the management. Further, in the opinion of the Board the independent directors possess requisite expertise, experience and integrity. All the independent directors on the Board of the Company are registered with the Indian Institute of Corporate Affairs, Manesar, Gurgaon as notified by the Central Government under Section 150(1) of the Companies Act, 2013 and as applicable shall undergo online proficiency self-assessment test within the time prescribed by the IICA.

➤ **DISCLOSURE UNDER SECTION 164(2) OF THE COMPANIES ACT, 2013:**

The Company has received the disclosure in Form DIR-8 from its Directors being appointed or re-appointed and has noted that none of the Directors are disqualified under Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

➤ **ANNUAL RETURN OF THE COMPANY:**

Pursuant to Sub-section 3(a) of Section 134 and Sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014, the copy of the draft Annual Return of the Company for the Financial Year ended on 31st March 2025 in Form MGT-7 will be uploaded on website of the Company and can be accessed at www.shreebhavyafabrics.com.

➤ **SHARE CAPITAL:**

During the year under review there is no change in share capital of the Company.

The Authorised Share Capital of the Company as at 31st March, 2025 stood at Rs.10,00,00,000/- and the Paid-up Equity Share Capital of the Company as at 31st March, 2025 stood at Rs.9,50,00,000/-

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a. Issue of equity shares with differential rights as to dividend, voting or otherwise.
- b. Issue of shares (including sweat equity shares) to employees of the Company under any scheme including Employee Stock Option Scheme.
- c. Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees.

During the year under review, the Company has not issued any Share Capital.

➤ **COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:**

The Board has on the recommendation of the Nomination and Remuneration Committee framed a policy on selection and appointment of Directors, Senior Management Personnel and their remuneration.



Remuneration Policy

The Board of Directors approved the Nomination and Remuneration Policy on the recommendation of Nomination and Remuneration Committee. The terms of reference of the Committee are in line with the requirements of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II to the Listing Regulations. The salient aspects of the Policy are outlined below:

Objectives:

1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management Personnel;
2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board; and
3. To recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management Personnel.

➤ **REPORTING OF FRAUD:**

During the year under review there was no instance of any fraud which has been reported by any auditor to the audit committee or the board.

➤ **CORPORATE SOCIAL RESPONSIBILITY:**

In terms of the provisions of Section 135 of the Act and Rule 9 of the Companies (Accounts) Rules, 2014, the Company has not required to formulate and implement any Corporate Social Responsibility Initiatives as the said provisions are not applicable to the Company during the year under review.

➤ **ANNUAL PERFORMANCE EVALUATION:**

In compliance with the provisions of the Act and voluntarily under SEBI (LODR) Regulations, 2015, the performance evaluation was carried out as under:

Board:

In accordance with the criteria suggested by The Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

Committees of the Board:

The performance of the Audit Committee, the Nomination and Remuneration Committee and Stakeholder Relationship Committee was evaluated by the Board having regard to various criteria such as committee composition, committee, processes, committee dynamics etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.



Individual Directors:

- a) **Independent Directors:** In accordance with the criteria suggested by The Nomination and Remuneration Committee, the performance of each independent director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance and interest of stakeholders. The Board was of the unanimous view that each independent director was a reputed professional and brought his/her rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all the independent directors in guiding the management in achieving higher growth and concluded that continuance of each independent director on the Board will be in the interest of the Company.
- b) **Non-Independent Directors:** The performance of each of the non-independent directors was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance and interest of stakeholders. The Independent Directors and the Board were of the unanimous view that each of the non-independent directors was providing good business and people leadership.

➤ **MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY**

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of financial year as on 31st March, 2025 and the date of Director's Report i.e. 14.08.2025.

➤ **SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE**

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 2024-25, the Company has not received any complaints on sexual harassment.

➤ **DETAILS OF APPLICATIONS MADE OR PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE 2016:**

During the year under review, there were no applications made or proceedings pending under the Insolvency and Bankruptcy Code, 2016.

➤ **THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:**

During the year under review, there has been no one-time settlement of loans from the Bank or Financial Institutions.

➤ **INSURANCE:**

Assets of your Company are adequately insured against various policies.

➤ **WEBSITE OF YOUR COMPANY**

Your Company maintains a website www.shreebhavyafabrics.com where detailed information of the Company and specified details in terms of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has been provided.



➤ **GENERAL:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of Equity Shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

➤ **APPRECIATION:**

Your Directors express their gratitude for the dedicated services put in by all the employees of the Company.

➤ **ACKNOWLEDGEMENT:**

Your Directors place on record their sincere appreciation for the continued co-operation and support extended to the Company by financial institutions, banks, and customers during the year under review. The Directors also thank the Company's vendors, investors, business associates, Stock Exchanges, Government of India, State Government and various departments and agencies for their support and co-operation.

PLACE: AHMEDABAD

DATE: 14.08.2025

**By Order of the Board of Directors
of SHREE BHAVYA FABRICS LIMITED**

SD/-

**[PURUSHOTTAM R. AGARWAL]
Chairman & Managing Director
DIN: 00396869**

Registered Office:

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

**ANNEXURE- I**

The information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo, required under Section 134(3)(m) of the Companies Act, 2013 are asunder:

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 and Outgo	2024-25	2023-24
a) Foreign exchange earnings	44,19,022	2,60,51,304
b) CIF Value of imports	-	-
c) Expenditure in foreign currency	-	-

PLACE: AHMEDABAD
DATE: 14.08.2025

By Order of the Board of Directors
of SHREE BHAVYA FABRICS LIMITED

SD/-

[PURUSHOTTAM R. AGARWAL]
Chairman & Managing Director
DIN: 00396869

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

**ANNEXURE - II****REPORT ON CORPORATE GOVERNANCE**

A report on Corporate Governance is set out in compliance with the Corporate Governance requirements as stipulated in Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').:

1. COMPANY'S POLICY ON CORPORATE GOVERNANCE

Shree Bhavya Fabrics Limited believes that good corporate governance enshrines the goal of achieving the highest level of transparency, accountability and ethical behaviour in all spheres of its operations. Your Company continuously endeavours for excellence and at the same time focuses on enhancement of long - term stakeholder's value viz. shareholders, employees and customers through adoption of best governance, sound management and disclosure practices. Corporate governance broadly refers to the mechanisms, processes and relations by which company are controlled and directed. Corporate governance includes the processes through which company's' objectives are set and pursued in the context of the social, regulatory and market environment. Governance mechanisms include monitoring the actions, policies, practices, and decisions of companies, their agents and affected stakeholders. The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable to the Company, with regard to corporate governance.

2. BOARD OF DIRECTORS:**(A) Composition of the Board:**

The Company has a balanced board with optimum combination of Executive and Non-Executive Directors, including independent professionals, which plays a crucial role in Board processes and provides independent judgment on issues of strategy and performance. The Board of Directors of Shree Bhavya Fabrics Limited as on March 31, 2024, comprised of five (5) Directors with optimum combination of Executive and Non-Executive Directors i.e., two Executive Directors and three Non-Executive Independent Directors including one-woman Directors. The Board Members are not related to each other, and the number of Directorships/Committee memberships held by Executive and Non-Executive Independent Directors are within the permissible limits under SEBI (LODR), Regulations, 2015 and Companies Act, 2013.

- Mr. Purushottam Agarwal, Promoter and Executive Director, is the Chairman and Managing Director of the Company, heading the Board.
- Mr. Kishan Yadav is Executive Director and Chief Financial Officer of the Company.
- Mr. Ramniwas Pandia serves as Non-Executive/ Independent Director on the Board of the Company till 14th August 2024.
- Ms. Vaishali Soni serves as Non-Executive/ Independent- Women Director on the Board of Directors till 05th December 2024.
- Mr Rohit Periwal and Mr. Ramesh Agarwal serves as Non-Executive/ Independent Director on the Board of the Company.
- Ms. Yashree Dixit serves as Non-Executive/ Independent- Women Director on the Board of Directors Thus, the Company complies with the requirement of appointment of Women Director under the Companies Act, 2013 and Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**(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 2024-25 and the last Annual General Meeting, the particulars of no. of other Directorships and Committee Memberships held are as follows:

Details of the Directors during the year 2024-25:

Name of the Director, their Designation & (DIN)	Category of Director	Directorship in other listed and unlisted company(ies) as on 31-03-2025	Number of Committee positions held in other Public Companies (LISTED)	No. of Shares held & % holding (of the Company) (As on March 31, 2025)
Purushottam R. Agarwal (00396869)	Executive Director	03	01 (till 01.03.2025)	18,07,581
Kishan M. Yadav (02845697)	Executive Director and Chief Financial Officer	NIL	NIL	NIL
Ramniwas K. Pandia (02875168) (Upto 14.08.2024)	Non-Executive & Independent Director	NIL	NIL	NIL
Vaishali S. Soni (07245825) (Upto 05.12.2024)	Non-Executive & Independent Director	NIL	NIL	NIL
Ramesh P. Agarwal (07706882)	Non-Executive & Independent Director	NIL	NIL	NIL
Rohit Sunil Periwal (09168445) (w.e.f 14.08.2024)	Non-Executive & Independent Director	2	NIL	NIL
Yashree Kaushalkumar Dixit (w.e.f 25.12.2024)	Non-Executive & Independent Director	3	4	NIL

*Including Private Companies, **Committees include Audit Committee & Stakeholder's Grievance and Relationship Committee for the purpose of Regulation 26(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(C) Information on Board Directors and Board Meetings:

The Board Meetings are held at least once in every quarter inter-alia, to review the quarterly results of the Company. The gap between the two Board Meetings does not exceed 120 days. Every Director on the Board is free to suggest any item for inclusion in the agenda for the consideration of the Board. The Board Meetings are generally held at the Registered Office of the Company. All the mandatory items as prescribed in Regulation 17(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are placed before the Board of Directors.



During the year under review the Board of Directors met **9 (Nine)** times and details are as below: -

Sr No.	Dates of Board Meetings
01.	01.04.2024
02.	30.05.2024
03.	14.08.2024
04.	26.09.2024
05.	23.10.2024
06.	14.11.2024
07.	25.12.2024
08.	13.02.2025
09.	24.02.2025

Attendance record of Directors attending the Board meetings and Annual General Meetings during the year 2024-25:

Name of the Director	Category	No. of Board Meeting Held and attended	
		Held	Attended
Purushottam R. Agarwal (00396869)	Managing Director and Chairman	9	9
Kishan M. Yadav (02845697)	Executive Director and Chief Financial Officer	9	9
Mr. Ramniwas K Panida	Non-Executive & Independent Director	3	3
Mr. Ramesh P. Agarwal	Non-Executive & Independent Director	9	9
Mrs. Vaishali S. Soni	Non-Executive & Independent Director	6	6
Mr. Rohit Sunil Periwal	Non-Executive & Independent Director	6	6
Ms. Yashree Kaushalkumar Dixit (w.e.f 25.12.2024)	Non-Executive & Independent Director	2	2

The Board of Directors periodically reviews Letter of Assurance to strengthening the legal framework step by step in order to ensure the compliance with all the applicable Laws pursuant to Regulation 17(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors has its own plan on orderly succession for appointment to the Board of Directors and Senior Management pursuant to Regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Performance evaluation of Independent Directors has been evaluated by the Board of Directors in its Board Meeting held on **13.02.2025** for the financial year 2024-25 pursuant to Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Annual General Meeting of the Company was held as on Monday, 30th September 2024 at the 252, New Cloth Market Opp. Raipur Gate, Ahmedabad-380002

**Attendance record of Directors attending the 36TH Annual General Meetings during the year 2024-25:**

Name of the Director	Category	Annual Meeting attended	General Meeting Held and
		Held	Attended
Mr. Purushottam R. Agarwal (00396869)	Managing Director and Chairman	1	1
Mr, Kishan M. Yadav (02845697)	Executive Director and Chief Financial Officer	1	1
Mr. Rohit Sunil Periwal (Appointed w.e.f 14.08.2024)	Non-Executive & Independent Director	1	1
Mr. Ramesh P. Agarwal	Non-Executive & Independent Director	1	1
Mrs. Vaishali S. Soni	Non-Executive & Independent Director	1	1
Mr. Ramniwas Pandia Resigned w.e.f 14.08.2024	Non-Executive & Independent Director	-	-

(A) **Disclosure of relationships between Directors inter-se:** None of the Directors are related to each other.

(B) **Number of Shares held by Independent Directors**

The details of Shares held by Independent Directors of the Company pursuant to Regulation 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on 31st March, 2025 are as under:

No.	Name of Non-Executive Director	No. of Shares held	% Held
1.	Mr. Ramesh Agarwal	Nil	-
2.	Mr. Rohit Periwal	Nil	-
3.	Ms. Yashree Dixit	Nil	-

(C) **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. Reference of part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with in Compliance with Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has adopted a Code of Ethics for principal Executives and the Senior Management Personnel covering duties of Independent Directors as laid down in the Companies Act 2013. All the Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct. The Code is available on the website of the Company. A declaration signed by the Chairman and Managing Director to this effect is attached at the end of this report.

(A) **CEO/ CFO certification:**

Pursuant to Regulation 17(8) and Regulation 33(2) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, CEO and CFO of the Company have certified to the Board of Directorsthe financial statement for the financial year ended 31st March, 2025.

**(B) Risk Management**

The Company has framed a formal Risk Management Framework for risk assessment and risk minimization which is periodically reviewed to ensure smooth operation and effective management control. The Audit Committee also reviews the adequacy of the risk management framework of the Company, the key risks associated with the business and measure and steps in place to minimize the same. The Board undertakes periodic review of various matters.

3. 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 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

Composition and Attendance:

The Audit Committee comprises of three (3) Directors and all are Non-Executive and Independent Directors. The Chairman of the Audit Committee is a Non-Executive and Independent Director. The Constitution of the Committee meets the requirements of Section 177 of the Companies Act, 2013 as well as Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Statutory Auditors and Internal Auditors attend the meetings by invitation. Mr. Rohit Sunil Periwal Chairman (w.e.f 14.08.2024) of the Audit Committee was present at the last Annual General Meeting of the Company.

During the year the Audit Committee met **5 times 30.05.2024, 14.08.2024, 26.09.2024, 14.11.2024 and 13.02.2025** attendance of the members as under:

Name of the Director	Designation	Category	No. of Meeting attended	
			Held	Attended
Mr. Ramniwas K Panida (up to 14.08.2024)	Chairman	Non-Executive & Independent Director	2	2
Mr. Rohit Periwal (w.e.f 14.08.2024)	Chairman	Non-Executive & Independent Director	3	3
Mr. Ramesh P. Agarwal	Member	Non-Executive & Independent Director	5	5
Mrs. Vaishali S. Soni (up to 05.12.2025)	Member	Non-Executive & Independent Director	4	4
Ms. Yashree Dixit (w.e.f 25.12.2024)	Member	Non-Executive & Independent Director	1	1



Brief description of terms of reference:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;



20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Management discussion and analysis of financial condition and results of operations;
22. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
23. Transactions done with promoter or promoter group holding 20% or more of Equity or Preference share capital will require prior approval of audit committee.
24. Review the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments made.
25. Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/promoter group which holds 10% or more shareholding in the listed entity.
26. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
27. Management letters / letters of internal control weaknesses issued by the statutory auditors;
28. Internal audit reports relating to internal control weaknesses; and
29. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
30. Statement of Deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7).

The Committee is authorised by the Board of Directors in the manner as envisaged under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under Section 177 of the Companies Act, 2013. The Committee has been assigned task as listed under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee reviews the information as listed under Regulation 18(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under Section 177 of the Companies Act, 2013.

B. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Composition and Attendance:

The Stakeholder's Relationship Committee comprises of 3(three) Directors, all are Non-executive Independent Directors. The Chairman of this Committee is Non-Executive Independent Director.

During the year the Stakeholder's Relationship Committee met **5 times 30.05.2024, 14.08.2024, 14.11.2024, 13.02.2025 and 24.02.2025** attendance of the members as under:

Name of the Director	Designation	Category	No. of Meeting attended	
			Held	Attended
Mr. Ramniwas K Panida (up to 14.08.2024)	Chairman	Non-Executive & Independent Director	2	2
Mr. Rohit Periwal (w.e.f 14.08.2024)	Chairman	Non-Executive & Independent Director	3	3
Mr. Ramesh P. Agarwal	Member	Non-Executive & Independent	5	5



		Director		
Mrs. Vaishali S. Soni (up to 05.12.2025)	Member	Non-Executive & Independent Director	3	3
Ms. Yashree Dixit (w.e.f 25.12.2024)	Member	Non-Executive & Independent Director	2	2

Terms of reference and complaints:

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.

The Board has delegated the said powers for approving transfer and transmission of shares and issue of duplicate shares to Transfer Committee. The status of transfer, duplicate etc., is periodically reported to the Committee. Other details for shareholders have been provided separately in Shareholders' Information.

- 1) Name of Non-Executive Director heading the Committee: Mr. Rohit Periwal (w.e.f 14.08.2024)
- 2) Number of shareholders' complaints received: During the year 2024-25, the Company received complaints: Nil
- 3) Number not solved to the satisfaction of shareholders: Nil
- 4) Number of pending share transfers: Nil
- 5) During the year the Committee met: 5 times.

C. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination & Remuneration Committee for appointment and remuneration of executive directors was constituted and consists of Non-Executive Independent Directors and Non-executive and Non-independent which evaluates and finalizes among other things, compensation and benefits of the Executive Directors. The Constitution of the Committee meets the requirements of Section 178 of the Companies Act, 2013 as well as Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition and Attendance at the N&RC meetings

During the year the Nomination & Remuneration Committee met **5 times 30.05.2024, 14.08.2024, 14.11.2024, 25.12.2024 and 13.02.2025**. The Committee reviews the information as listed under Regulation 19(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under Section 178 of the Companies Act, 2013.

Name of the Director	Designation	Category	No. of Meeting attended	
			Held	Attended
Mr. Ramniwas K Panida (up to 14.08.2024)	Chairman	Non-Executive & Independent Director	2	2
Mr. Rohit Periwal (w.e.f 14.08.2024)	Chairman	Non-Executive & Independent Director	3	3
Mr. Ramesh P. Agarwal	Member	Non-Executive & Independent Director	5	5



Mrs. Vaishali S. Soni (up to 05.12.2025)	Member	Non-Executive & Independent Director	3	3
Ms. Yashree Dixit (w.e.f 25.12.2024)	Member	Non-Executive & Independent Director	1	1

The terms of reference of the Remuneration Committee are inter alia:

- 1) To recommend to the Board, the remuneration packages of Company's Managing/Whole Time/Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, performance incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.)
- 2) The Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Executive Directors, including pension rights and any compensation payment.
- 3) To implement, supervise and administer any share or stock option scheme of the Company.
- 4) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a) use the services of an external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) Consider the time commitments of the candidates.
- 5) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, Key managerial personnel and other employees.
- 6) Formulation of criteria for evaluation of performance of Independent Directors and the Board.
- 7) Devising a policy on Board diversity.
- 8) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- 9) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- 10) The Nomination and Remuneration Committee shall recommend to the board, all remuneration payable to the Senior Management, in any form;
- 11) The Board is required to make provision for orderly succession of all persons termed as Senior Management;
- 12) Members of the Senior Management must comply with a code of conduct framed by the company; and
- 13) Members of the Senior Management must disclose any transactions which may result in a conflict of interest

4. REMUNERATION OF DIRECTORS

(a) Remuneration Policy:

The Objective of Remuneration Policy is directed towards having the compensation structure that will reward and retain the talent.

The Company has adopted and implemented the provision of Section 178 of the Companies Act, 2013 on the requirement of the Committee to recommend to the Board a policy, relating to the remuneration of the Directors, Key management personnel and Senior Management.



The remuneration payable to Directors, Key Managerial Personnel and Senior Management Person will involve a balance between fixed and incentive pay reflecting short term and long term performance objectives appropriate to the working of the Company and its goal.

The remuneration levels are governed by industry pattern, qualification and experience of employee, responsibilities shouldered, individual performance and Company performance.

Non-Executive Directors have no pecuniary relationship or transaction with the Company, except receiving sitting fees for attending Meetings. The Company does not pay any severance fee and no stock option is available to the directors.

(a) Disclosures with respect to Remuneration:

The aggregate value of salary, perquisites, commissions, Performance incentive & Sitting fees paid for the year 2024-25 to all the Directors are as follows.

Name of Director	Status Category	Sitting Fees					Remuneration	Total
		BM	AC	SRC	NRC	IDM	Fixed Salary	
Mr. Purushottam R. Agarwal	ED	-	-	-	-	-	36.02	36.02
Mr. Kishan M. Yadav	ED	-	-	-	-	-	-	-
Mr. Ramniwas K Panida	ID&NED	1.17	-	-	-	-	-	1.17
Mrs. Vaishali Soni	ID&NED	0.24	-	-	-	-	-	0.24
Mr. Ramesh Agarwal	ID&NED	-	-	-	-	-	-	-
Mr. Rohit Periwal	ID&NED	0.25	-	-	-	-	-	0.25
Ms. Yashree Dixit	ID&NED	0.10	-	-	-	-	-	0.10
Total		1.76	-	-	-	-	36.02	37.78

(Rs. In Lacs)

Notes: BM- Board Meeting, AC- Audit Committee Meeting, SRC- Shareholders and Relationship Committee Meeting, NRC- Nomination and Remuneration Committee Meeting. IDM- Independent Director Meeting.

Fixed Salary includes Salary, Perks & Retirement Benefits.

5. INFORMATION ABOUT GENERAL BODY MEETINGS:

A. Annual General Meetings/Extra-Ordinary General Meetings

Location and time for last 3 years Annual General Meetings/ Extra Ordinary General Meetings held asunder:

Financial Year	AGM	Location/ Place of Meeting	Date	Time a.m./ p.m.
2023-24	36 th	252, New Cloth Market, O/s. Raipur Gate, Ahmedabad – 380002	30.09.2024	11.00 A.M
2022-23	35 th	252, New Cloth Market, O/s. Raipur Gate, Ahmedabad – 380002	25.09.2023	11.00 A.M.
2021-22	34 rd	252, New Cloth Market, O/s. Raipur Gate, Ahmedabad – 380002	27.09.2022	11.00 A.M.

No Extra-Ordinary General Meeting was held during the financial year 2024-25.

**B. Special Resolution**

Particulars of Special Resolution passed at last 3 years Annual General Meetings/ Extra Ordinary General Meetings are as follows:

FY (AGM/EGM)	Particulars	Date
2023-24(AGM)	Item No.5 Appointment Of Mr Rohit Sunil Periwal (Din: 09168445) As A Non-Executive Independent Director for the term of 5 Years	30.09.2024
2022-23(AGM)	Item No.4: To Approve of Related Party transaction under Section 188 of Companies Act, 2013	25.09.2023
2021-22(AGM)	Item No. 4: Re-Appointment of Mr. Rameshkumar P. Agarwal (DIN 07706882) as an Independent Director of the Company for the second term of 5 years	27.09.2022

C. Postal Ballot:

Special resolutions passed through postal ballot during FY 2024-25:

The Company sought the approval of its shareholders on following matters by way of Special Resolutions through postal ballot notice dated February 13th 2025, by utilizing remote e-voting process only. For the said postal ballot, remote e-voting began on February 20, 2025, and concluded on March 21, 2025. On the final day of remote e-voting, i.e. March 21, 2025, the resolutions were passed with the necessary majority and the outcomes were declared on March 24, 2025. Details of Special Resolutions passed along with voting pattern are as under:

Description of Special Resolutions and Type of Resolution	Votes For		Vote Against	
	No. Of Votes	% Of Votes	No. Of Votes	% Of Votes
Appointment of Ms. Yashree Kaushal kumar Dixit (Din: 07775794) as An Independent Director	4381406	99.9995	20	0.0005

6. 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.

a) Financial Results for the Quarter ended:

30 th June, 2024	45 days from end of Quarter 30 th June, 2024
30 th September, 2024	45 days from end of Quarter 30 th September, 2024
31 st December, 2024	45 days from end of Quarter 31 st December, 2024
Audited Results for the year ended on 31 st March, 2025	60 days from end of Financial Year (i.e. on or before 30 th May, 2025)

b) SEBI Complaints Redress 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.

c) BSE Listing Centre:

The new electronic system introduced by BSE Limited for submission of Quarterly/ Half Yearly/ yearly compliance like Shareholding Pattern, Corporate Governance Report, Board Meeting intimation of the Company and other corporate announcements in e-mode. BSE Listing Centre is



web based application designed by the BSE Limited for Corporate.

GENERAL INFORMATION FOR SHAREHOLDERS

Date of Incorporation of the Company	16 th August, 1988
Financial year	01.04.2024 to 31.03.2025
Day, date and time of AGM	Tuesday, 30 th September, 2025 at 11:00 A.M.
Venue of Annual General Meeting	At 252, New Cloth Market, Opp. Raipur Gate, Ahmedabad, Gujarat, 380002
Dates of Book Closure	24.09.2025 to 30.09.2025 (both days inclusive)

a) LISTING ON STOCK EXCHANGE/S

The Shares of the Company are listed at BSE Limited.

b) STOCK CODE AND ISIN NO

Stock Exchange	Scrip Code	ISIN
BSE Ltd.-Mumbai	521131	INE363D01018

c) STOCK MARKET DATA

Monthly high and low of closing quotations of shares traded on BSE Limited, Mumbai.

Month	High Price (Rs)	Low Price (Rs)
April, 2024	33.24	18.51
May, 2024	25.99	21.06
June, 2024	22.78	19.51
July, 2024	24.49	20.50
August, 2024	26.13	21.95
September, 2024	26.49	22.50
October, 2024	30.07	23.25
November, 2024	29.97	21.50
December, 2024	31.89	22.77
January, 2025	31.00	24.08
February, 2025	28.48	21.00
March, 2025	28.76	22.95

d) SHAREHOLDING PROFILE:

Mode of Holding	As on 31 st March, 2025			As on 31 st March, 2024		
	No. of holders	No. of Shares	% to Equity	No. of holders	No. of Shares	% to Equity
Demat	2276	86,44,880	91%	2208	86,39,455	90.94
Physical	1566	8,55,120	9%	1567	8,60,545	9.06
Total	3842	95,00,000	100%	3775	95,00,000	100

e) **SHAREHOLDING PATTERN (AS OF 31ST MARCH 2025)**

No.	Categories	No. of shares	% of total holding
A	Promoters Holding		
	Promoter & Promoter Group		
	Indian	44,90,675	47.27
	Foreign	-	-
B	Non-Promoter Holding		
	Institutional :		
	Mutual Fund	-	-
	Non-Institutional :		
	Bodies Corporate	3,60,619	3.80
	Individuals :		
	Capital upto Rs.2 Lacs	19,20,851	20.21
	Capital greater than Rs.2 Lacs	19,82,503	20.86
	Any Others:		
	HUF	5,90,088	6.21
	NBFC registered with RBI	-	-
	Clearing Member	25,675	0.27
	NRIs	1,29,589	1.36
	Total	9500000	100.00

f) **DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2025**

Share Balance	Holders	% of Total	Share Amount	% of Total
Upto 1- 5000	3177	82.6913	6069240	6.4171
5001- 10000	328	8.5372	2705790	2.8482
10001- 20000	121	3.1494	1874190	1.9728
20001- 30000	42	1.0932	1105460	1.1636
30001- 40000	32	0.8329	1150820	1.2114
40001- 50000	36	0.9370	1713560	1.8037
50001- 100000	43	1.1192	3069810	3.2314
100001- 9999999999	63	1.6398	77284130	81.3517
TOTAL	3842	100.00	9,50,00,000	100

g) **REGISTRAR AND SHARE TRANSFER AGENT****(RTA)M/s. Bigshare Services Private Limited**

Pinnacle Business Park, Office no S6-2 ,6th floor,

Mahakali Caves Road , Next to Ahura Centre,

Andheri East, Mumbai, Mumbai, Mumbai,

Maharashtra, India, 400093.

Ahmedabad Branch office:

A-802 Samudra Complex,



Near Klassic Gold Hotel, Off. C. G. Road
Ahmedabad-380009, Gujarat, INDIA
Phone No.: 079-40024135
Email: Website: www.bigshareonline.com

h) Investors Communication and Investors Complaints to be address to:

For Share Transfers/ Dematerialization or other queries relating to

Shares:M/s. Bigshare Services Private Limited

A-802 Samudra Complex, Near Klassic Gold Hotel,
Off. C G Road, Ahmedabad-380009, Gujarat
Ph. No.: 079-40024135
Email: bssahd@bigshareonline.com
Website: www.bigshareonline.com

For other inquiry write to Company:

Mr. Chetan Dilipkumar Jain- Company Secretary

Registered Office: 170, Opp. Advance Petrochem Ltd, Pirana Road, Piplej,
Ahmedabad – 382405. Gujarat, INDIA
Phone No.: 079- 22133383 E-mail: csjd7bhavyafabrics@gmail.com

i) SHARE TRANSFER SYSTEMS

Applications for transfer of shares in physical form are processed by the Registrar and Share Transfer Agent of the Company. The Transfer Committee constituted for transfer/ transmission of shares, issue of duplicate shares, demat/ remat request and allied matters considers and approves the share transfer once in fortnight subject to transfer instrument being valid and complete in all respects.

The Company obtained Certificates from Company Secretary in Practice for Compliance of Share transfer formalities pursuant to Regulation 40(9) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on half yearly basis. The Company also carried out quarterly Secretarial Audit for the reconciliation of Share Capital regularly.

j) RECOMMENDATION TO GET THE SHARES DEMATERIALIZED

The trading in the Company's equity shares is compulsorily in dematerialized mode. The Company has tied up with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). Thus the investors can exercise dematerialization and transfer actions through a recognized Depository Participant (DP) who is connected to NSDL or CDSL. We strongly recommend all the members holding shares in physical form to promptly get their shares dematerialized.

k) 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 to 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

**l) OUTSTANDING GDRS/ADRS/WARRANTS/OPTIONS OR ANY CONVERTIBLE INSTRUMENTS**

The Company has no outstanding GDRs/ADRs/Warrants/Options or any convertible instruments as on 31st March 2025.

m) PROCEEDS FROM PUBLIC ISSUE/ RIGHTS ISSUE/ PREFERENTIAL ISSUE/ WARRANT CONVERSION

During the financial year, the Company has not raised any fund through Public Issue/ Rights Issue/ Preferential Issue/Warrant Conversion

n) CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company has adopted the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders in accordance with the requirement of SEBI (Prohibition of Insider Trading) Regulations, 2015 and Companies Act, 2013.

o) DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENT

Your Company has followed all relevant Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) while preparing Financial Statements.

7. OTHER DISCLOSURES**A. Related Party Transaction**

All the transactions entered into with Related Parties as defined under Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 during the financial year were in the Ordinary Course of business and on arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. Prior approval of the Audit Committee is obtained for all Related Party Transactions. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Related Party Transactions during the year have been disclosed at notes on financial statements as per the requirement of "Accounting Standards - 18-Related Party Disclosure issued by ICAI.

The Board has approved a policy for related party transactions which has been uploaded on Company's website www.shreebhavyafabrics.com

B. Management Discussion and Analysis

The Management Discussion and Analysis Report have been given separately in this Annual Report as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

C. Details of non-compliance by the Company

Your Company has complied with all the requirement of regulatory authorities. No penalty/strictures were imposed on the Company by Stock Exchange/s or SEBI or any statutory authority on any matter related to capital markets.

D. Vigil Mechanism

The Company has implemented a Whistle Blower Policy covering the employees. The Policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or Violation of the Company's code of Conduct. Employees can lodge their Complaints through anonymous e- mails besides usual means of communications like written complaints. No personnel have been denied access to the Audit Committee.

E. Policy on Material Subsidiaries

The Company is not having any subsidiary Company; however, the Company has formulated the Policy for determining 'Material Subsidiaries' which has been put up on the website of the Company.

F. Policy on Related Party Transactions

The Company has formulated the Policy on dealing with Related Party Transactions which has been put upon the website of the Company.



G. Non-Mandatory Requirements

- (a) **The Board:** Since the Company has an Executive Chairman on its Board, there is no requirement for maintaining separate office.
- (b) **Shareholder's Right:** Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company. However quarterly financial results are published in the leading newspapers and are also available on the website of the Company.
- (c) **Audit Qualification:** There is no qualification in the Auditor's Report on the Financial Statements to the shareholders of the Company.
- (d) **Separate Post of Chairman and CEO:** Mr. Purushottam R. Agarwal, Chairman and Managing Director of the Company and there is no CEO in the Company.
- (e) **Reporting of Internal Auditor:** The Company's Internal Auditor's reports directly to the Audit Committee.

PLACE: AHMEDABAD
DATE: 14.08.2025

By Order of the Board of Directors
of SHREE BHAVYA FABRICS LIMITED

SD/-

[PURUSHOTTAM R. AGARWAL]
Chairman & Managing Director
DIN: 00396869

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



ANNEXURE- III

FORM NO. AOC-2

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013
and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

SHREE BHAVYA FABRICS LIMITED has not entered into any contract/ arrangement/ transaction with its related parties which are not in ordinary course of business or at arm's length during financial year **2024-25**. The Company has laid down policies and procedures so as to ensure compliance to the subject section in the Companies Act, 2013 and the corresponding Rules. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

(a)	Name(s) of the related party and nature of relationship	: NA
(b)	Nature of contracts/arrangements/transactions	: NA
(c)	Duration of the contracts /arrangements/transactions	: NA
(d)	Salient terms of the contracts or arrangements or transactions including value, if any	: NA
(e)	Justification for entering into such contracts or arrangements or transactions	: NA
(f)	Date(s) of approval by the Board	: NA
(g)	Amount paid as advances, if any	: NA
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	: NA

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Anunay Fab Ltd	Balhanuman Fabrics Ltd
Nature of contracts/arrangements/transactions	Sales Purchase	Sales Purchase
Duration of the contracts/arrangements/transactions	1Year	1 Year
Salient terms of the contracts or arrangements or transactions including the value, if any	50.00 Crores	50.00 Crores
Date(s) of approval by the Board, if any	28.05.2025	28.05.2025
Amount paid as advances, if any	NIL	NIL

**PLACE: AHMEDABAD
14.08.2025**

**For and on behalf of the Board of Directors DATE :
of SHREE BHAVYA FABRICS LIMITED**

**SD/-
[PURUSHOTTAM R. AGARWAL]
Chairman & Managing Director
DIN: 00396869**



FORM MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2025

[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
S.No.170, Opp. Advance Petrochem
Limited, Pirana Road, Piplej
Ahmedabad-382405, Gujarat, India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shree Bhavya Fabrics Limited (hereinafter called "the Company") Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, the explanations and clarifications given to me and the representations made by the management, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2025**, generally complied with the statutory provisions listed hereunder 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:

I have examined the books, papers, minute books, forms and returns filed and maintained by the Company for the financial year ended on **31st March, 2025** and made available to me according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder as applicable; except as following:
As Confirmed by management that the Company has accepted deposited by way of unsecured loan from promoters, their relatives and friends in pursuance of a stipulation of the Bank.
- (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 **(Not applicable to the Company during the audit period)**;
- (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 as amended from time to time;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015, as amended from time to time;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the audit period)**;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during the audit period)**;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the audit period)**;
 - (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 **(Not applicable as the**



Company is not registered as a Registrars to an Issue or Share Transfer Agent during the financial year under review);

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the audit period); and**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the audit period);**
- (vi) The Management has identified and confirmed the following laws as specifically applicable to the Company:
 - 1) The Environment (Protection) Act, 1986;
 - 2) The Factories Act, 1948;
 - 3) Employees Provident Funds & Misc. Provisions Act
 - 4) Employees State Insurance Act, 1948
 - 5) The Air (Prevention and Control of pollution) Act, 1981
 - 6) The Water (Prevention and Control of pollution) Act, 1974

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company

I have also examined compliance with the applicable clauses/regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally complied with the all material aspects of applicable provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

- a) The Compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.
- b) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors, Women Directors and Independent Directors. The changes if any 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.
- c) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- d) All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I 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.

Place: Ahmedabad
Date: 14.08.2025
UDIN No.: F005827G001011623

For, MUKESH H. SHAH & CO.
Company Secretaries
SD/-
MUKESH H. SHAH
PROPRIETOR
CP. NO. 2213 FCS NO.: 5827
Peer Review Certificate No.: 6497/2025

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.



ANNEXURE- A

To the Members,

SHREE BHAVYA FABRICS LIMITED

S.No.170, Opp. Advance Petrochem

Limited, Pirana Road, Piplej

Ahmedabad-382405, Gujarat, India

My secretarial audit report for the financial year 31st March, 2025 is to be read along with this letter.

Management's Responsibility

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on audit.

Auditor's Responsibility

2. My Responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to secretarial compliances.
3. I believe that Audit evidence and information obtained from the company's management is adequate and appropriate for us to provide a basis for my opinion.
4. Wherever required, I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. 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.
6. I have not verified the correctness and appropriateness of financial records and books of account of the company.

**For, MUKESH H. SHAH & CO.
Company Secretaries**

**Place: Ahmedabad
UDIN NO: F005827G001011623
Date: 14/08/2025**

**MUKESH H. SHAH
PROPRIETOR
CP. NO. 2213 FCS NO.: 5827
Peer Review Certificate No.: -6497/2025**



Annexure V

Compliance Certificate on Corporate Governance

To,
The Members of,
Shree Bhavya Fabrics Limited

We have examined the compliance of the conditions of Corporate Governance by Shree Bhavya Fabrics Limited ('the Company') for the year ended on March 31, 2024, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with 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, and the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2025.

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

Place: Ahmedabad
Date: 14.08.2025
UDIN No.: F005827G001011612

For, MUKESH H. SHAH & CO.
Company Secretaries
SD/-

MUKESH H. SHAH
PROPRIETOR
CP. NO. 2213 FCS NO.: 5827



Annexure VI

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i)
of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)

To,
The Members of
SHREE BHAVYA FABRICS LIMITED
S.No.170, Opp. Advance Petrochem
Limited, Pirana Road, Piplej
Ahmedabad-382405, Gujarat, India

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SHREE BHAVYA FABRICS LIMITED** having CIN: **L17119GJ1988PLC011120** and having registered office at S.No.170, Opp. Advance Petrochem Limited, Pirana Road, Piplej, Ahmedabad-382405, Gujarat, India, produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para- C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2025** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company*
1	Purushottam Radheshyam Agarwal	00396869	04/12/2009
2	Kishan Madanlal Yadav	02845697	29/09/2020
3	Rohit Sunil Periwal	09168445	14/08/2024
4	Yashree Kaushalkumar Dixit	07775794	25/12/2024
5	Rameshkumar Parmeshwarilal Agarwal	07706882	13/01/2017

*the date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad
Date: 14.08.2025
UDIN NO.: F005827G001011612

For, MUKESH H. SHAH & CO.
Company Secretaries

SD/-
MUKESH H. SHAH
PROPRIETOR
FCS NO: 5827 & CP. NO. 2213



CERTIFICATION BY MANAGING DIRECTOR AND CFO OF THE COMPANY

We, Purushottam R. Agarwal, Chairman & Managing Director and Mr. Kishan M. Yadav, Chief Financial Officer responsible for the finance function certify that:

- a) We have reviewed the financial statements and cash flow statement for the financial year ended 31st March, 2025 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 our knowledge and belief, no transactions entered into by the Company during the financial year 2024-25, which are fraudulent, illegal or violate the Company's Code of Conduct.
- c) We 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) Significant changes in internal control over financial reporting during the year.
 - ii) 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.

SD/-

[PURSHOTTAM R. AGARWAL]

Chairman & Managing Director

DIN: 00396869

Place: Ahmedabad

Date: 14.08.2025

SD/-

[KISHAN M. YADAV]

Director & Chief Financial Officer

DIN: 02845697



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the management discussion and analysis report for the year ended on **March 31st, 2025**.

1. GLOBAL ECONOMIC OUTLOOK:

Despite operating in a complex and unpredictable global landscape, the world economy maintained a steady upward trajectory. According to the April 2025 edition of the IMF's World Economic Outlook, global GDP expanded by 3.3% in 2024. Projections for 2025 and 2026 suggest growth rates of 2.8% and 3.0%, respectively. Although these figures indicate continued progress, they also point to a more tempered pace compared to previous years.

From a sectoral perspective, the international services industry remained robust, showing consistent growth. In contrast, manufacturing activity weakened, particularly across European markets, where industrial output faced mounting challenges. Trade policy uncertainty remains elevated, as leading economies increasingly adopt protectionist stances. If this trend persists, it could dampen cross-border investment and disrupt global trade flows.

Looking ahead, the global economy faces persistent risks stemming from geopolitical instability and climate-related disruptions. In response to these evolving dynamics, businesses are placing greater emphasis on building resilience, diversifying operations, and focusing on sustainable, long-term value creation.

2. INDIAN ECONOMY OVERVIEW:

India sustained a solid growth momentum in FY 2024–25, showcasing its economic strength amid global volatility and geopolitical challenges. According to preliminary estimates released by the Ministry of Statistics and Programme Implementation (MoSPI), real GDP is anticipated to rise by 6.4% for the fiscal year—underscoring India's role as a leading growth engine among major economies.

The industrial sector saw a 6.2% increase, driven primarily by infrastructure development and construction activity. The Manufacturing Purchasing Managers' Index (PMI) remained in positive territory, and sentiment surveys from the Reserve Bank of India (RBI) suggest improving demand conditions and a more optimistic business outlook in the coming quarters. Exports climbed 5.6% in the first half of FY25, while import volumes showed minimal change.

India's economic resilience has been anchored by strong macroeconomic fundamentals—low inflation, a disciplined fiscal stance, and a stable external sector. These elements have helped fortify the domestic economy and enhance investor confidence.

At Shree Bhavya Fabrics Limited, we are closely tracking these macroeconomic shifts. Despite ongoing uncertainties, we see emerging prospects and are strategically positioned to leverage them.

3. INDIAN TEXTILE INDUSTRY:

➤ Global Textile Industry Overview

Since 2018, the global textile sector has maintained a steady upward trajectory, with the exception of 2020, when the COVID-19 pandemic disrupted operations and demand. By 2024, the industry had reached an estimated market size of USD 988 billion. Looking forward, the sector is anticipated to expand at an annual



rate of 3–4%, propelled by growing demand in the apparel segment, the rise of fast fashion, and the increasing influence of digital retail platforms. However, trade-related tariffs continue to pose a risk to sustained growth.

➤ **India's Strategic Position in Textiles**

India ranks as the second-largest cotton producer globally, giving it a distinct advantage in textile manufacturing. The textile industry plays a vital role in the Indian economy, being the second-largest source of employment after agriculture. It supports approximately 45 million workers directly and another 60 million through related sectors.

India's textile landscape is highly varied, encompassing everything from artisanal handwoven fabrics to technologically advanced textile mills. The country benefits from a fully integrated value chain—spanning raw material cultivation, yarn production, fabric creation, and garment manufacturing—which enhances its competitiveness on the international stage.

➤ **Industry Growth Trends (FY2019–FY2024)**

Between fiscal years 2019 and 2024, India's textile and apparel industry recorded a compound annual growth rate (CAGR) of 4.5%. The domestic market outpaced exports, growing at 5.8% CAGR, while exports saw a more modest rise of 2.1% CAGR.

➤ **Yarn Manufacturing Insights**

Yarn production involves converting raw fibers into yarn through spinning, followed by weaving or knitting to produce fabric. Yarns are made from either natural fibers like cotton and wool or synthetic alternatives such as polyester, viscose, nylon, acrylic, and polypropylene.

Cotton yarn holds a dominant position in India's textile yarn market, contributing over half of the total share. From FY2019 to FY2024, the cotton yarn segment grew at a CAGR of 1.5%, reaching ₹960 billion. Man-made fibers (MMF) accounted for around 40% of the market in FY2024.

➤ **Future Outlook**

India's textile and apparel sector is poised for further expansion, driven by rising consumer spending, urbanization, and the growing popularity of online shopping. Additional growth drivers include the shift from cotton to synthetic fibers, the acceleration of fast fashion, and the emergence of technical textiles.

As global manufacturers seek alternatives to China, India is well-positioned to capture a larger share of export markets. Bangladesh, the second-largest exporter of ready-made garments, faced socio-political unrest in 2024, prompting a shift in orders to India—a trend that could continue and benefit Indian exporters.

The cotton yarn segment is projected to grow at a CAGR of 4.5–5.5% between FY2024 and FY2028, supported by a recovery in international trade.



➤ **Challenges Ahead**

Despite its strengths, India's textile industry faces headwinds due to ongoing tariff policies from the United States. These measures may lead to market instability, reduced export volumes, and disruptions in supply chains. Nevertheless, India could gain a relative advantage, as competing nations face even steeper tariff barriers.

4. REVIEW & FUTURE OUTLOOK OF THE COMPANY

➤ **Review of FY 2024–25**

Shree Bhavya Fabrics Limited demonstrated a year of steady growth and operational resilience in FY 2024–25. The company's total income rose to ₹185.05 crore, marking an increase of over ₹14 crore compared to the previous year. This growth was primarily driven by higher revenue from operations, which climbed to ₹184.68 crore, reflecting strong demand and improved sales performance.

On the profitability front, the company recorded a profit before tax of ₹3 crore, up from ₹2.54 crore in FY 2023–24. Net profit after tax stood at ₹2.35 crore, showing a healthy year-on-year increase of nearly 22%. This improvement was also reflected in the earnings per share, which rose from ₹2.03 to ₹2.47, indicating better returns for shareholders.

Operationally, the company managed its expenses effectively. While the cost of materials consumed increased in line with revenue, other key expenses such as employee benefits and finance costs remained stable. Notably, the company benefited from a positive change in inventory valuation, which contributed to its overall profitability.

Despite these gains, there were some areas of concern. Finance costs remained relatively high, and the company will need to continue managing its borrowings carefully. Additionally, while profitability improved, the overall margins remain modest, suggesting room for further efficiency enhancements.

➤ **Future Outlook for FY 2025–26**

Looking ahead, Shree Bhavya Fabrics is well-positioned to build on its current momentum. The textile industry in India is expected to grow steadily, supported by rising domestic consumption, increased export opportunities, and favorable government policies. As global buyers continue to diversify their sourcing away from China, Indian textile manufacturers like Shree Bhavya stand to benefit.

The company's consistent revenue growth and improving profitability suggest that it has the operational foundation to scale further. If it continues to manage costs effectively and strengthens its cash flow position, it could enhance its margins and overall financial health.

However, the company must remain vigilant about external risks such as raw material price volatility, competitive pressures, and global economic uncertainties. Strategic investments in technology, product innovation, and market expansion will be key to sustaining growth.

➤ **Conclusion**

FY 2024–25 was a positive year for Shree Bhavya Fabrics Limited, marked by revenue growth, improved profitability, and stronger shareholder returns. With a stable operational base and favorable industry trends, the company has a promising outlook for FY 2025–26. Continued focus on financial discipline, innovation, and strategic expansion will be essential to unlocking its full potential in the years ahead.

5. OPPORTUNITIES & THREATS:

➤ **STRENGTHS**

- **Consistent Revenue Growth:** FY 2024–25 saw an 8% increase in revenue, reflecting strong demand and operational stability.
- **Improved Profitability:** Net profit rose by nearly 22%, with EPS increasing from ₹2.03 to ₹2.47.



- **Experienced Management:** Led by seasoned professionals with deep industry knowledge.
- **Diversified Product Portfolio:** Offers a range of woven and home textiles, catering to both domestic and export markets.

➤ **WEAKNESSES**

- **Modest Profit Margins:** Despite growth, margins remain relatively thin, limiting reinvestment capacity.
- **High Finance Costs:** Interest expenses continue to weigh on profitability, indicating reliance on debt.
- **Declining Cash Flow:** Operating cash flow has been on a downward trend, which could affect liquidity.

➤ **OPPORTUNITIES**

- **Export Expansion:** Global buyers are shifting away from China, creating new opportunities for Indian textile firms.
- **Domestic Market Growth:** Rising fashion awareness, e-commerce, and urbanization are boosting textile consumption.
- **Government Support:** Incentives under schemes like PLI (Production Linked Incentive) can enhance competitiveness.
- **Technical Textiles:** Emerging demand for performance fabrics and industrial textiles offers new growth avenues.

➤ **THREATS**

- **Raw Material Volatility:** Cotton price fluctuations can impact cost structures and margins.
- **Intense Competition:** The textile sector is highly fragmented, with pressure on pricing and innovation.
- **Global Economic Uncertainty:** Export demand may be affected by geopolitical tensions or recessionary trends.
- **Regulatory Risks:** Changes in trade policies or environmental regulations could impact operations.

6. SEGMENT-WISE PERFORMANCE:

The Company's main business activity is textile and its related activities which fall under single reportable segment

i.e. 'Textiles'. The Company has majorly focused on quality and production.

7. OUTLOOK:

The Company continues to explore the possibilities of expansion and will make the necessary investments when attractive opportunities arise.

8. RISK & CONCERNS:

Operating in the textiles sector, your Company is subject to a wide range of influences stemming from both domestic and international economic developments. Global events—whether financial, political, or environmental—can have a direct or ripple effect on business performance and capital movement. To navigate this complex landscape, the Company has broadened its revenue base across diverse business segments. This strategic diversification helps reduce



dependency on any single market or product line, enhancing stability and unlocking new growth avenues.

The Company has established a well-defined and integrated risk management framework that supports informed decision-making and long-term resilience. Key components include:

- **Systematic Risk Monitoring:** Early detection and reporting of potential threats.
- **Rigorous Control Systems:** Ensuring compliance and operational integrity.
- **Balanced Decision-Making:** Evaluating both risks and opportunities to drive sustainable value.

Every decision within the organization is made with careful consideration of its potential impact, guided by a culture of accountability and strategic foresight.

9. INTERNAL CONTROL SYSTEMS & THEIR ADEQUEACY:

Internal Control comprises of the plan of organization and all the coordinate methods and measures adopted within a business to safeguard its assets; check the accuracy and reliability of its accounting data and completeness of accounting records; promote operational efficiency; to encourage adherence to the prescribed managerial policies, to assist in achieving the orderly and efficient conduct of business; prevention and detection of fraud and errors and timely preparation of financial statements.

Our Internal Control System is fully equipped with necessary checks and balances ensuring that the transactions are adequately authorized and reported correctly. The Directors have appointed M/s. Kamal M. Shah & Co, Chartered Accountants as the Internal Auditors of the Company for the Financial Year 2024-25.

The Internal Auditor conducts regular Audits of various departments and Units to ensure that necessary controls are in place. The Audit Committee while reviewing the system and the Internal Audit Report, call for comments of Auditors on internal control systems and discuss any related issues with the Auditors and the Management of the company before submission to the Board. The Independent Directors also satisfy themselves on the integrity of financial information and ensure that financial controls including Signature controls. Budget Controls, Data control and systems of risk management are in place. The systems and procedures are documented by way of Manual.

10. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

"In FY 2024–25, Shree Bhavya Fabrics Limited recorded a revenue of ₹185.05 crore, marking an 8.2% increase over the previous year, while net profit rose by 21.8% to ₹2.35 crore, reflecting improved operational efficiency and sustained growth momentum."

11. HUMAN RESOURCE DEVELOPMENT:

In Shree Bhavya Fabrics Limited we are really proud of our "HUMAN RESOURCES". We believe that our employees make a key difference to our business success. Employees are one of our five key stakeholders and needless to mention that managing our human capital has been our key strength and



pride. It is our firm belief that nurturing and strengthening the human resource capital is of utmost importance to run the organization effectively and smoothly. This contributes to our unique corporate identity in our journey towards high performance Coaching & Mentoring culture. Good human resource management is vital for the success of any business, therefore Shree Bhavya Fabrics Limited continues to run an in-house training program held at regular intervals and aimed at updating their knowledge about issues.

Company considers it's Human Resources as a very important asset and a key in achieving operational performance. Company continues to provide them with a safe and comfortable working environment. During the difficult pandemic times, the company has taken numerous precautions to protect its staff and workers. The company regularly complies with all stipulated environmental and safety norms.

12. CAUTIONERY STATEMENT:

Statements in the Board's Report and the management discussion and analysis containing the objectives, expectations or predictions of the company may be forward-looking within the meaning of securities laws and regulations. Actual results may differ materially from those expressed in the statement. The operations of the Company could be influenced by various factors such as domestic and global demand and supply conditions affecting sales volumes and selling prices of finished goods, input availability and cost, government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

**PLACE: AHMEDABAD
DATE: 14.08.2025**

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

**SD/-
[PURUSHOTTAM R. AGARWAL]
Chairman & Managing Director
DIN: 00396869**



Independent Auditors' Report

To the Members of
M/S. SHREE BHAVYA FABRICS LIMITED

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **SHREE BHAVYA FABRICS LIMITED** ("the Company"), which comprises the Balance Sheet as at March 31st, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the statement of Changes in Equity and Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Indian accounting Standards prescribed under section 133 of the Act read with the companies (Indian Accounting standards) Rule, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2025 and its profit & total Comprehensive Income, Changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide separate opinion on these matters. Based on the circumstances and facts of the audit and entity, there are no key audit matters to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears



to be materially misstated.

Based on the work we have performed, we conclude that there is a no material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and Those Charged with Governance for the 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 standalone 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 responsible 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of Financial Statement

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of the auditor's responsibilities for the audit of the financial statements is included in **Annexure A**. This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("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 B**, 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 Standalone Balance sheet, the statement of Standalone Profit and loss, other comprehensive Income, Statement of changes in Equity and the Standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- e) On the basis of written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act; and
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure C**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) 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 has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any.
 - iii) The Provisions of transfer of funds to Investor Education and Protection Fund not applicable to the Company.
 - iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- vi) Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2025 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems.

**As per our Report of even Date
For and on Behalf of Nahta Jain & Associates
Chartered Accountants
Firm Regn. No. 106801W**

**Date: 28/05/2025
Place : Ahmedabad
UDIN:25116735BMJEPR5023**

SD/-

**(CA. Gaurav Nahta)
Partner
M. No. 116735**



Annexure “A” to the Independent Auditor’s Report
Responsibilities for Audit of Financial Statement

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, I am also responsible for expressing my opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusion is based on the audit evidence obtained up to the date of my auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of my audit work and in evaluating the results of my work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.



We also provide those charged with governance with a statement that We have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

As per our Report of even Date
For and on Behalf of Nahta Jain & Associates
Chartered Accountants
Firm Regn. No. 106801W

SD/-
(CA. Gaurav Nahta)
Partner
M. No. 116735

Date: 28/05/2025
Place : Ahmedabad
UDIN: 25116735BMJEPR5023



Annexure “B” to the Independent Auditor’s Report

The Annexure referred to in our Independent Auditor’s Report to the members of the Company on the Standalone financial statements for the year ended 31st March 2025, we report that;

(i) In respect of Property Plant and Equipment:

- a) (A) According to the information and explanation given to us and the records produced to us for our verification, the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, Capital Work in Progress (‘CWIP’) and Right to Use.
- (B) According to the information and explanation given to us and the records produced to us for our verification the company is maintaining proper records showing full particulars of the Intangible assets including those under development.
- b) According to the information and explanation given to us and the records produced to us for our verification, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and equipment are verified by the management at least once in every three years. In accordance with this programme, certain Property, Plant and Equipment were verified during the year and the discrepancies noticed on verification were not material and have been appropriately dealt with in the books of accounts. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- c) According to the information and explanation given to us and the records produced to us for our verification, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and equipment are verified by the management at least once in every three years. In accordance with this programme, certain Property, Plant and Equipment were verified during the year and the discrepancies noticed on verification were not material and have been appropriately dealt with in the books of accounts. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- d) According to the information and explanation given to us and the records produced to us for our verification, the title deeds of all the immovable properties (other than immovable properties where the company is the lessee and the lease agreements are duly executed in favour of the company) disclosed in the financial statements under Property, Plant and Equipment and Investment property are held in the name of the Company as at the balance sheet date.
- e) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.
- f) Based on the information and explanations furnished to us, no proceedings have been initiated or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.



(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. 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.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets; the monthly statements filed by the company with such banks or financial institutions are in agreement with the books of accounts of the company.
- (iii) During the year under audit, the Company has not granted any loans or advances, secured or unsecured or provided any guarantee or securities, to the companies, firms and other parties covered in the register maintained under section 189 of the Companies Act, 2013 hence clause 3 (iii) (a) (b) (c), (d), (e), (f) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (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 148(1)(d) of the companies act 2013 in respect of certain manufacturing activities of the company. Company has obtained cost audit report for the financial year 2023-24 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) According to the information and explanations given to us, in respect of statutory dues:
 - (a) The company is generally regular in depositing the undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Wealth Tax, Sales Tax, Goods and Service 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 2025 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there are no material dues of Income Tax, Goods and Service Tax, Custom Duty, Cess and any other statutory dues which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- (ix)
 - a) 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.



- b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
 - c) According to the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained.
 - d) According to the information and explanations given to us, funds raised on short term basis have not been utilized for long term purposes.
 - e) According to the information and explanations given to us, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
 - f) According to the information and explanations given to us and procedures performed by us, we report that the Company does not have any subsidiary therefore reporting under clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the Audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has not received any whistle-blower complaints during the year.
- (xii) According to the information and explanations given to us, the Company is not Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.



- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi)
- (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under provisions of sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

**As per our Report of even Date
For and on Behalf of Nahta Jain & Associates
Chartered Accountants
Firm Regn. No. 106801W**

**Date: 28/05/2025
Place: Ahmedabad
UDIN:25116735BMJEPR5023**

SD/-

**(CA. Gaurav Nahta)
Partner
M. No. 116735**



Annexure “C” to the Auditors’ Report

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)

Opinion

We have audited the internal financial controls over financial statements of **M/S SHREE BHAVYA FABRICS LIMITED (“the Company”)**, as of 31 March, 2025, in conjunction with our audit of the standalone financial statements of the Company as at and for the year ended that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibility include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the ‘Guidance Note’) and the Standards of Accounting, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**As per our Report of even Date
For and on Behalf of Nahta Jain & Associates
Chartered Accountants
Firm Regn. No. 106801W**

**Date: 28/05/2025
Place: Ahmedabad
UDIN: 25116735BMJEPR5023**

**SD/-

(CA. Gaurav Nahta)
Partner
M. No. 116735**



Standalone Balance Sheet as at March 31, 2025

(Amount in INR)

Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
Assets			
Non-Current assets			
a) Property, Plant and Equipment	1	7,16,39,973	6,38,28,228
b) Other Intangible Assets	2	4,65,92,117	4,65,92,117
c) Financial Assets			
i. Other financial assets	3	81,66,484	68,72,004
d) Deferred tax assets (net)	4	6,74,469	5,15,248
Total Non-Current assets		12,70,73,043	11,78,07,597
Current assets			
a) Inventories	5	82,96,03,676	73,53,93,921
b) Financial Assets			
(i) Trade Receivables	6	55,93,22,354	62,65,15,483
(ii) Cash and Cash Equivalents	7	1,15,26,828	4,06,578
(iii) Bank balance other than cash and cash equivalents	8	1,73,73,646	1,56,22,321
(vi) Others Financial Assets	9	4,41,874	3,60,084
c) Current Tax Assets	10	1,38,11,864	1,50,52,780
d) Other Current Assets	11	4,42,71,432	3,59,30,952
Total Current assets		147,63,51,674	142,92,82,119
Total Assets		160,34,24,717	154,70,89,716
Equity and Liabilities			
Equity			
a) Equity Share Capital	12	9,50,00,000	9,50,00,000
b) Other Equity	13	25,85,29,259	23,50,29,819
Total Equity		35,35,29,259	33,00,29,819
Non-Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	14	28,42,64,187	21,33,20,271
b) Deferred Tax Liabilities (net)		-	-
c) Other Non-Current Liabilities		-	-



Total Non-Current Liabilities		28,42,64,187	21,33,20,271
Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	14	35,84,96,296	36,26,34,979
(iii) Trade and Other Payables			
a) Due to Micro and Small Enterprises	15	9,95,51,947	12,10,81,987
a) Due to Creditors other than Micro and Small Enterprises	15	10,77,92,874	14,52,76,937
b) Other current liabilities	16	39,16,32,991	36,79,60,508
c) Provisions	17	81,57,163	67,85,215
Total Current Liabilities		96,56,31,271	100,37,39,626
Total Liabilities		124,98,95,458	121,70,59,897
Total Equity And Liabilities		160,34,24,717	154,70,89,716
Significant Accounting Policies			
The accompanying notes 1 to 43 are an integral part of the Standalone financial statements.			
As per our attached report of even date			
For Nahta Jain and Associates		For and on behalf of the Board of Directors	
Chartered Accountants		SHREE BHAVYA FABRICS LIMITED	
Firm Regn. No. 106801W			
		Sd/-	Sd/-
		Purushottam Agarwal	Rohit Sunil Periwal
		(Managing Director)	(Director)
		(DIN-00396869)	(DIN-09168445)
Sd/-			
(CA. Gaurav Nahta)			
Partner		Sd/-	Sd/-
M. No. 116735		Kishan Yadav	Chetan Jain
Place : Ahmedabad		(Director & Chief Financial Officer)	(Company Secretary)
Date : 28/05/2025		(DIN: 02845697)	
UDIN: 25116735BMJEPR5023			



Statement of Profit and Loss for the year ended March 31, 2025

(Amount in INR)

Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
Income			
Revenue from Operations	18	184,67,63,471	170,58,99,581
Other Income	19	37,29,375	44,28,514
Total Income		185,04,92,846	171,03,28,095
Expenses			
Cost of Material Consumed	20	93,25,98,070	80,92,51,970
Purchase of stock in trade	21	1,53,57,023	3,67,68,426
Changes in inventory of finished goods, stock in trade and WIP	22	(6,45,07,174)	(11,13,70,277)
Employee Benefit Expenses	23	6,99,86,417	6,77,25,992
Finance Costs	24	7,14,80,614	7,62,12,201
Depreciation and Amortization Expense		1,08,85,001	86,20,878
Other Expenses	25	78,46,35,623	79,76,74,689
Total Expense		182,04,35,574	168,48,83,879
Profit(Loss) before exceptional items and tax		3,00,57,272	2,54,44,216
Exceptional items			
Profit(Loss) Before Tax		3,00,57,272	2,54,44,216
Tax Expense:			
Current Tax	26	70,00,000	60,00,000
Tax charge relating to earlier periods	26	(2,82,948)	(2,38,894)
Deferred Tax	26	(1,59,221)	3,88,400
Total Tax Expenses		65,57,831	61,49,506
Profit/(Loss) for the year period from continuing operations	(A)	2,34,99,441	1,92,94,710
Profit or loss for the year			
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Income tax relating to items that will not be reclassified to profit or loss		-	-
Items that will be reclassified to profit or loss			
Income tax relating to items that will be reclassified to profit or loss		-	-



		-	-
	(B)	-	-
Total Other Comprehensive Income for the year	(A)+(B)	2,34,99,441	1,92,94,710
Earnings per Share - (Face value of ₹ 10 each)			
Basic and Diluted (in ₹)	27	2.47	2.03
Significant Accounting Policies			
The accompanying notes 1 to 43 are an integral part of the Standalone financial statements.			
As per our attached report of even date			
For Nahta Jain and Associates		For and on behalf of the Board of Directors	
Chartered Accountants		SHREE BHAVYA FABRICS LIMITED	
Firm Regn. No. 106801W			
		Sd/-	Sd/-
		Purushottam Agarwal	Rohit Sunil Periwal
		(Managing Director)	(Director)
		(DIN-00396869)	(DIN-09168445)
Sd/-			
(CA. Gaurav Nahta)			
Partner		Sd/-	Sd/-
M. No. 116735		Kishan Yadav	Chetan Jain
Place : Ahmedabad		(Director & Chief Financial Officer)	(Company Secretary)
Date : 28/05/2025		(DIN: 02845697)	
UDIN: 25116735BMJEPR5023			

**Cash Flow Statement for the Year Ended as on 31.03.2025****(Amount in INR)**

	Particulars			For the year ended March 31, 2025	For the year ended March 31, 2024
A.	Cash Flow From Operating Activities				
	Profit (Loss) Before Tax			3,00,57,272	2,54,44,216
	Adjustments For:				
	Profit on discard of Property, Plant and Equipment			(6,62,049)	(9,14,819)
	Depreciation and Amortisation Expenses			1,08,85,001	86,20,878
	Finance Income			(14,49,620)	(5,00,136)
	Interest on Income Tax Refund			(3,10,780)	(5,35,980)
	Finance Expense			6,35,29,853	7,15,02,308
	Operating (Loss) Before Working Capital Changes			10,20,49,677	10,36,16,467
	Movements in Working Capital :				
	(Increase) in Inventories			(9,42,09,755)	(1,71,14,986)
	Decrease / (Increase) in Trade Receivables			6,71,93,129	(3,78,92,308)
	(Increase) in Other Financial Assets			(31,27,595)	16,08,524
	(Increase) in Other Assets			(83,40,480)	(21,47,998)
	Increase in Trade Payables			(5,90,14,103)	8,98,65,257
	Increase in Other Liabilities			2,36,72,483	(8,85,58,973)
	Increase in Provision			13,71,948	9,24,718
	Cash (used) in operations			2,95,95,304	5,03,00,701
	Direct Taxes Paid (Net of Refunds)			(54,76,136)	(36,38,132)
	Net Cash Outflow From Operating Activities			2,41,19,168	4,66,62,569
B.	Cash Flows From Investing Activities				
	Payment for Purchase of Property, Plant and Equipment's and Intangible Assets (Including Capital work in progress and Capital Advances)			(1,90,58,395)	(98,57,416)
	Proceeds from sale of fixed assets			10,23,698	80,91,962
	Interest Received			17,60,400	10,36,116
	Net Cash (Outflow) from Investing Activities			1,62,74,297	(7,29,338)
C.	Cash Flows from Financing Activities				
	Proceeds from issuance of Share				



	Capital/ Share Application Money Pending Allotment				
	Proceeds from Long-Term Borrowing				
	Proceeds/Repayment of Long-Term Borrowings			7,09,43,915	(29,10,480)
	Repayment of Short-Term Borrowings			(41,38,683)	1,42,52,303
	Interest and Finance Charges Paid			(6,35,29,853)	(7,15,02,308)
	Net Cash Inflow from Financing Activities			32,75,379	(5,96,60,485)
D.	Net Increase in Cash & Cash Equivalents (A + B + C)			1,11,20,250	(1,37,27,254)
E.	Cash & Cash Equivalents at the beginning of the year / period			4,06,578	7,77,737
F.	Cash & Cash Equivalents at the end of the year / period				
	Component of Cash and Cash Equivalents				
	Cash on hand			9,96,544	4,06,578
	Balances with Scheduled Bank				
	- On Current Accounts			1,05,30,284	-
	- Deposits with original maturity of less than three months			-	-
	Margin money deposits (restricted Cash)				
	Cash and Cash Equivalents at the end of the year / period			1,15,26,828	4,06,578
	Notes:				
	(1) The Cash Flow Statement has been prepared under the Indirect method as set out in Ind AS 7 on Cash Flow Statements notified under Section 133 of The Companies Act 2013, read together with Paragraph 7 of the Companies (Indian Accounting Standard) Rules 2015 (as amended).				

As per our attached report of even date

For Nahta Jain and Associates	For and on behalf of the Board of Directors		
Chartered Accountants	SHREE BHAVYA FABRICS LIMITED		
Firm Regn. No. 106801W			
		Sd/-	Sd/-
		Purushottam Agarwal	Rohit Sunil Periwal
		(Managing Director)	(Director)
		(DIN-00396869)	(DIN-09168445)
Sd/-			
(CA. Gaurav Nahta)			
Partner		Sd/-	Sd/-
M. No. 116735		Kishan Yadav	Chetan Jain
Place : Ahmedabad		(Director & Chief Financial Officer)	(Company Secertary)
Date : 28/05/2025		(DIN: 02845697)	
UDIN: 25116735BMJEPR5023			



Statement of Changes in Equity for the year ended March 31, 2025

For the year ended March 31, 2025

Amount in INR

Particulars	Reserves and Surplus				Other Item of OCI (Specif y nature)	Money items against share capital	Total received
	Capital Reserve	Security Premium	Other Reserves	Retained Earnings			
Balance as at 01/04/2024	61,09,750	1,73,66,500	-	21,15,53,568	-	-	23,50,29,818
Changes in accounting policy or prior period error	-	-	-	-	-	-	-
Profit/(Loss) for the period	-	-	-	2,34,99,441	-	-	2,34,99,441
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-
Total Comprehensive (Loss) for the year	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-
Any other changes (to be specified)	-	-	-	-	-	-	-
Balance as at 31/03/2025	61,09,750	1,73,66,500	-	23,50,53,009	-	-	25,85,29,259

For the year ended March 31, 2024

Amount in INR

Particulars	Reserves and Surplus				Other Item of OCI (Specif y nature)	Money items against share capital	Total received
	Capital Reserve	Security Premium	Other Reserves	Retained Earnings			
Balance as at 01/04/2023	61,09,750	1,73,66,500	-	19,22,58,858	-	-	21,57,35,108
Changes in accountin g policy or prior period error	-	-	-	-	-	-	-
Profit/(Loss) for the period	-	-	-	1,92,94,710	-	-	1,92,94,710
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-
Total Comprehensive (Loss) for the	-	-	-	-	-	-	-



year							
Dividends	-	-	-	-	-	-	-
Any other changes (to be specified)	-	-	-	-	-	-	-
Balance as at 31/03/2024	61,09,750	1,73,66,500	-	21,15,53,568	-	-	23,50,29,819

The accompanying notes are an integral part of the Standalone financial statements.

As per our attached report of even date

For Nahta Jain and Associates	For and on behalf of the Board of Directors		
Chartered Accountants	SHREE BHAVYA FABRICS LIMITED		
Firm Regn. No. 106801W			
		Sd/-	Sd/-
		Purushottam Agarwal	Rohit Sunil Periwal
		(Managing Director)	(Director)
		(DIN-00396869)	(DIN-09168445)
Sd/-			
(CA. Gaurav Nahta)			
Partner		Sd/-	Sd/-
M. No. 116735		Kishan Yadav	Chetan Jain
Place : Ahmedabad		(Director & Chief Financial Officer)	(Company Secretary)
Date : 28/05/2025		(DIN: 02845697)	
UDIN: 25116735BMJEPR5023			

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS****1. Property, Plant and Equipment****For the year ended March 31, 2025****Amount in INR.**

Description of Assets	Building	Computer	Furniture & Fixture	Plant and machinery	Vehicles	Office Equipments	Total
I. Cost							
Balance as at 1st April, 2024	8,72,42,550	48,18,715	63,43,947	38,08,28,758	3,33,30,035	94,98,372	52,20,62,377
Additions during the year	-	1,01,292		1,01,34,354	86,34,794	1,87,953	1,90,58,393
Disposals during the year	-			22,71,086	61,08,467		83,79,553
Balance as at March 31st, 2025	8,72,42,550	49,20,007	63,43,947	38,86,92,026	3,58,56,362	96,86,325	53,27,41,217
II. Accumulated depreciation							
Balance as at 1st April, 2024	6,90,08,682	45,20,507	50,28,475	34,16,60,146	2,99,22,684	80,93,655	45,82,34,149
Depreciation expense for the year	16,93,758	1,08,276	2,87,846	55,94,818	29,25,548	2,74,755	1,08,85,001
Disposals during the year	-	-	-	22,64,205	57,53,701	-	80,17,906
Balance as at March 31st, 2025	7,07,02,440	46,28,783	53,16,321	34,49,90,759	2,70,94,531	83,68,410	46,11,01,244
III. Net Block							



As at March 31st, 2025	1,65,40,110	2,91,224	10,27,626	4,37,01,267	87,61,831	13,17,915	7,16,39,973
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For the year ended March 31, 2024**Amount in INR.**

Description of Assets	Building	Computer	Furniture & Fixture	Plant and machinery	Vehicles	Office Equipments	Total
I. Cost							
Balance as at 1st April, 2023	8,72,42,550	46,57,782	51,99,238	38,12,87,832	3,47,75,597	1,03,49,076	52,35,12,075
Additions during the year	-	1,60,933	57,930	78,13,898	15,88,580	2,36,075	98,57,416
Disposals during the year	-	-	-	82,72,972	30,34,142	-	1,13,07,114
Balance as at March 31st, 2024	8,72,42,550	48,18,715	52,57,168	39,73,74,702	3,93,98,319	1,05,85,151	52,20,62,377
II. Accumulated depreciation							
Balance as at 1st April, 2023	6,71,24,285	43,92,352	45,30,009	34,26,26,322	3,21,11,208	77,66,063	45,85,50,239
Depreciation expense for the year	18,84,397	1,28,155	4,98,466	51,81,024	6,01,244	3,27,592	86,20,878
Disposals during the year	-	-	-	61,47,200	27,89,768	-	89,36,968



Balance as at March 31 st , 2024	6,90,08,682	45,20,507	50,28,475	35,39,54,546	2,99,22,684	80,93,655	45,82,34,149
III. Net Block							
As at March 31 st , 2023	1,82,33,868	2,98,208	2,28,693	4,34,20,156	94,75,635	24,91,496	6,38,28,228

2. Other Intangible Assets

For the year ended March 31, 2025		Amount in Rupees	
Description of Assets	Pipelines (ROU)	Total	
I. Cost			
Balance as at 1 st April, 2024	7,03,18,488	7,03,18,488	
Additions during the year	-	-	
Disposals during the year			
Balance as at March 31 st , 2025	7,03,18,488	7,03,18,488	
II. Accumulated Amortisation			
Balance as at 1 st April, 2024	2,37,26,371	2,37,26,371	
Amortization expense for the year			
Disposals during the year			
Balance as at March 31 st , 2025	2,37,26,371	2,37,26,371	
III. Net Block			
As at March 31 st , 2024	4,65,92,117	4,65,92,117	
For the year ended March 31 st , 2024		Amount in Rupees	
Description of Assets	Pipelines (ROU)	Total	
I. Cost			
Balance as at 1 st April, 2023	7,03,18,488	7,03,18,488	
Additions during the year	-	-	
Disposals during the year			
Balance as at March 31 st , 2024	7,03,18,488	7,03,18,488	
II. Accumulated Amortisation			
Balance as at 1 st April, 2023	2,37,26,371	2,37,26,371	



Amortization expense for the year		
Disposals during the year		
Balance as at March 31st, 2024	2,37,26,371	2,37,26,371
III. Net Block		
As at March 31st, 2024	4,65,92,117	4,65,92,117

NOTES "8" OF FIXED ASSETS

STATEMENT OF FIXED ASSETS AS ON 31/03/2025

S. NO .	NAME OF ASSETS		GROSS BLOCK		TOTAL 31/03 /2025	DEPRECIATION BLOCK					NET BLOCK	
		AS ON 01/04 /2024	ADDI TION	DEDU CTION		AS ON 01/04 /2024	FOR THE PERI OD	Tran sfer to Reta in Earn ings	ADJ UST.	AS ON	AS ON	AS ON
										31- 03- 2025	31- 03- 2025	31- 03- 2024
	<u>Tangible Assets</u>											
1	PLANT & MACHINERY	35638 6087	9509 354	22710 86	36362 4355	31887 4967	5394 490	-	2264 205	32200 5252	41619 103	37511 120
2	FACTORY BUILDING	86170 108	-	-	86170 108	67982 848	1693 758	-	-	69676 606	16493 502	18187 260
3	ELECTRIC INSULATION	76050 07	-	-	76050 07	68989 59	1085 53	-	-	70075 12	59749 5	70604 8
4	AIR CONDITION	46440 01	1879 53	-	48319 54	36537 99	1850 13	-	-	38388 12	99314 2	99020 2
5	COMPUTER	48187 13	1012 92	-	49200 05	45205 07	1082 76	-	-	46287 83	29122 2	29820 6
6	CYCLE	15455	-	-	15455	15455	0	-	-	15455	-	-
7	FURNITURE	63439 47	-	-	63439 47	50284 75	2878 46	-	-	53163 21	10276 26	13154 72
8	TELEPHONE & FAX	22666 85	-	-	22666 85	20684 12	4535 3	-	-	21137 65	15292 0	19827 3
9	MOTOR CAR	27457 150	8381 073	61084 67	29729 756	24652 736	2799 062	-	5753 701	21698 097	80316 59	28044 14
10	METADOR	48929 56	2537 21	-	51466 77	43628 38	1189 52	-	-	44817 90	66488 7	53011 8
11	OFFICE EQUIPMENT	23826 86	-	-	23826 86	21766 94	4438 9	-	-	22210 83	16160 3	20599 2



12	H.T.LINE	18873 31	6250 00	-	25123 31	17929 64	0	-	-	17929 64	71936 7	94367
13	TUBEWELL	20232 56	-	-	20232 56	18145 32	5747 6	-	-	18720 08	15124 8	20872 4
14	PIPE INSSULATION	70832 19	-	-	70832 19	67066 76	2148 2	-	-	67281 58	35506 1	37654 3
15	SCOOTER	96447 4	-	-	96447 4	89165 5	7534	-	-	89918 9	65285	72819
16	WATER POLLUTION	37962 58	-	-	37962 58	36512 07	0	-	-	36512 07	14505 1	14505 1
17	ROAD	10724 42	-	-	10724 42	10258 34	0	-	-	10258 34	46608	46608
18	ZEROX	20500 0	-	-	20500 0	19475 0	0	-	-	19475 0	10250	10250
19	WEIGHT BRIDGE	67469 3	-	-	67469 3	62605 4	4594	-	-	63064 8	44045	48639
20	LIFT	13729 07	-	-	13729 07	12947 87	8223	-	-	13030 10	69897	78120
	Total (A)	52206 2375	1905 8393	83795 53	53274 1215	45823 4149	1088 5001	-	801 790 6	4611 0124 4	7163 9971	6382 8226
	Intangible Assets											
21	Dranage Pipeline (Right to use)	18205 000	-	-	18205 000	13877 266	-	-	-	13877 266	43277 34	43277 34
22	CPT Plant Right to use	52113 488	-	-	52113 488	98491 05	-	-	-	98491 05	42264 383	42264 383
	Total (B)	70318 488	-	-	70318 488	23726 371	-	-	-	2372 6371	4659 2117	4659 2117
	Total (A+B)	59238 0863	1905 8393	83795 53	60305 9703	48227 6610	1088 5001	-	801 790 6	4848 2761 5	1182 3208 8	1104 2034 3
	Previous Year	59158 1323	9857 416	11307 114	59238 0863	48227 6610	8620 878	-	893 696 8	4819 6052 0	1104 2034 3	



	As at March 31, 2025 Amount in INR.	As at March 31, 2024 Amount in INR.
3. Other Financial Assets		
Security deposits	81,66,484	68,72,004
Bank deposits with more than 12 months maturity	-	-
	81,66,484	68,72,004

5. Inventories

	As at March 31, 2025 Amount in INR.	As at March 31, 2024 Amount in INR.
(a) Raw Materials	9,18,18,739	7,58,30,152
(b) Work-in-Progress	9,57,13,442	6,30,94,894
(c) Finished Goods	55,44,08,206	52,25,19,580
(d) Stores and Spares	3,85,89,210	3,37,21,154
(e) Others		
Colour Chemicals	3,80,93,154	3,33,31,746
Packing Materials	37,20,150	23,75,920
Coal & Fire Wood	72,60,775	45,20,475
	82,96,03,676	73,53,93,921

6. Trade Receivables

	As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR.
Current	-	-
Undisputed Trade receivables - Considered good	56,20,46,451	62,89,43,542
Less Expected Credit Loss	(27,24,097)	(24,28,059)
	55,93,22,354	62,65,15,483

Trade Receivables Ageing Schedule

As at March 31, 2025

Amount in INR

Sr No	Particulars	Outstanding for following periods from due date of receipt				Total
		Less than 6 months	6 Months - 1 year	1-2 Years	More than 3 Years	
1	Undisputed Trade receivables - Considered good	43,18,13,156	70,13,538	2,60,71,951	6,56,70,288	53,05,68,933
2	Undisputed Trade receivables - which have significant increase in risk	-	-	-	-	-
3	Undisputed Trade receivables - credit impaired	-	-	-	-	-
4	Disputed Trade receivables - Considered good	-	7,36,617	1,22,49,173	1,84,91,728	3,14,77,518
5	Disputed Trade receivables - which have significant increase in risk	-	-	-	-	-



6	Disputed Trade receivables - credit impaired	-	-	-	-	-
	Total	43,18,13,156	77,50,155	3,83,21,124	8,41,62,016	56,20,46,451
Less Expected Credit Loss						(27,24,097)
Trade Receivables						55,93,22,354

As at March 31, 2024**Amount in INR**

Sr No	Particulars	Outstanding for following periods from due date of receipt				Total
		Less than 6 months	6 Months - 1 year	1-2 Years	More than 3 Years	
1	Undisputed Trade receivables - Considered good	48,82,40,555	2,49,81,062	1,05,37,169	7,50,00,139	59,87,58,925
2	Undisputed Trade receivables - which have significant increase in risk					
3	Undisputed Trade receivables - credit impaired					
4	Disputed Trade receivables - Considered good	-	-	1,20,05,437	1,81,79,179	3,01,84,616
5	Disputed Trade receivables - which have significant increase in risk					
6	Disputed Trade receivables - credit impaired					
	Total	48,82,40,555	2,49,81,062	2,25,42,606	9,31,79,318	62,89,43,541
Less Expected Credit Loss (24,28,059)						
Trade Receivables:62,65,15,482						

	As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR.
7. <u>Cash and cash equivalents</u>		
(a) Balances with Banks	1,05,30,284	-
(b) Cash on Hand	9,96,544	4,06,578
	1,15,26,828	4,06,578
8. <u>Bank balances other than cash and cash equivalents</u>	As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR.
(a) Balance held as Margin Money	1,73,73,646	1,56,22,321
	1,73,73,646	1,56,22,321
9. <u>Other Financial Assets</u>		
Interest receivable from Fixed Deposits	-	1,16,891



Interest receivable from Torrent Deposits	4,41,874	2,43,193
	4,41,874	3,60,084
10. Current Tax Assets		
TDS Receivables	2,08,11,864	2,10,52,780
Less Provision for Tax	(70,00,000)	(60,00,000)
	1,38,11,864	1,50,52,780
11. Other Current Assets		
Advances Other advances	1,33,96,108	1,26,55,197
Prepaid Expenses	13,10,274	7,52,195
GST Receivables	2,95,65,050	2,25,23,560
	4,42,71,432	3,59,30,952
12. Share capital		
Authorised		
1,00,00,000 (PY 1,00,00,000) Equity Shares		
of Rs. 10/- each with voting rights	10,00,00,000	10,00,00,000
	10,00,00,000	10,00,00,000
Issued, subscribed and fully paid up share capital		
95,00,000 (PY: 95,00,000) Equity Shares of		
Rs 10/- each with voting rights	9,50,00,000	9,50,00,000
	9,50,00,000	9,50,00,000

Notes

(a) Reconciliation of the number of the shares outstanding at the beginning and at the end of the reporting period:

	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	Amount in Rupees	Number of Shares	Amount in Rupees
As the beginning of the year	95,00,000	9,50,00,000	95,00,000	9,50,00,000
Share capital issued during the year	-	-	-	-
Outstanding at the end of the year	95,00,000	9,50,00,000	95,00,000	9,50,00,000

(a) Details of shareholder holder more than 5% shares in the Company



Equity shares of Rs. 10 each fully paid	As at March 31, 2025		As at March 31, 2024	
Class of shares / Name of shareholder	No. of Shares held	% of holding in that class of Shares	No. of Shares held	% of holding in that class of Shares
Equity shares fully paid up				
Purushottam R. Agarwal	18,07,581	19.03%	18,07,581	19.03%
Pursuhottam R. Agarwal HUF	24,92,344	26.24%	24,92,344	26.24%

(b) Shareholding of Promoters

Shares held by promoters as at March 31, 2025				
S.No	Promoter name	No. of Shares (Rs. in Lacs)	% of total shares	% Change during the year
1	Pursuhottam R. Agarwal	1,807,581	19.03%	0.00%
2	Pursuhottam R. Agarwal HUF	2,492,344	26.24%	0.00%
3	Somna P Agarwal	1,41,851	1.49%	0.00%
4	Nirmala P Agarwal	250	0.00%	0.00%
5	Tilokchand and Sons	48,649	0.50%	0.00%
Total		44,90,675	47.26%	0.00%

Shares held by promoters as at March 31, 2024				
S.No	Promoter name	No. of Shares (Rs. in Lacs)	% of total shares	% Changed during the year
1	Pursuhottam R. Agarwal	18,07,581	19.03%	0.00%
2	Pursuhottam R. Agarwal HUF	24,92,344	26.24%	0.00%
3	Somna P Agarwal	1,41,851	1.49%	0.00%
4	Nirmala P Agarwal	250	0.00%	0.00%
5	Tilokchand and Sons	48,649	0.50%	0.00%
Total		44,90,675	47.26%	0.00%

Details of rights, preferences and restrictions attached to the shares

- The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share.
- The dividend has not been declared during the year by the Company.
- In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.
- The Company does not have any holding Company.
- As per records of the company, including its register of shareholders/members and other declaration received from the shareholders regarding beneficial interest, the above shareholding



represents both legal and beneficial ownership of shares.

Particulars	Aggregate number of shares				
	As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022	As at 31 March, 2021
Equity shares with voting rights	95,00,000	95,00,000	95,00,000	95,00,000	95,00,000
Fully paid up pursuant to contracts	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-
	As at March 31, 2025 Amount in INR.		As at March 31, 2024 Amount in INR.		
13. Other Equity	61,09,750		61,09,750		
Capital Reserve					
Security Premium	1,73,66,500		1,73,66,500		
Retained Earnings	23,50,53,009		21,15,53,569		
	25,85,29,259		23,50,29,819		

Nature and purpose of reserves

(ii) Securities premium

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

(ii) Capital Reserve

The reserve is utilised in accordance with the provisions of the Act.

(iii) Retained earnings

The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the balance in this reserve and also considering the requirements of the Companies Act, 2013.

14. Borrowings

Non-Current

	As at March 31, 2025 Amount in INR	As at March 31, 2025 Amount in INR
a. Term Loans		
(i) From Banks		
(a) Working Capital Term Loan from BOI (GECL)	-	41,93,102
(b) Working Capital Term Loan from Chartered Bank (GECL)	-	61,42,452
(c) Term Loan from Standard Chartered Bank (refer note - (i) below)	-	16,29,99,651
(d) Working Capital Term Loan from Chartered Bank (GECL)	-	1,96,02,306
(e) Car Loan from HDFC	68,92,527	13,15,879



(f) The Karur Vysya Bank Limited	25,27,09,060	-
Less: Current Maturities	(1,88,64,991)	(2,69,43,371)
Total loan from Banks	24,07,36,596	16,73,10,019
b. Loan From Others	4,35,27,591	4,60,10,252
Total Non-current borrowing (a+b)	28,42,64,187	21,33,20,271
Current		
a. Loans repayable on demand		
(i) From Banks		
a) Current Maturities	1,88,64,991	2,69,43,371
b) Bank of Baroda C/C	18,47,75,149	18,36,90,328
d) Bank of India	15,48,20,980	15,19,00,367
e) Bank of Baroda FDOD	35,176	1,00,913
Total Current borrowing	35,84,96,296	36,26,34,979

NOTES:

- Working Capital facilities received from BOB & BOI are secured by the personal guarantee of Managing Director and all the chargeable Current Assets, Plant & Machinery and Other fixed assets situated at company's Factory premises. Working Capital Loans from bank carry interest rate ranging from 12.10% to 13.65% per annum. The facilities are further secured by mortgaged of certain immovable properties owned by Director and other relatives.
- Working Capital Term loan from BOI (GECL), balance outstanding amounting to Rs. Nil (previous year Rs. 41.93 Lacs) is secured against the Current Assets, Plant & Machinery and Factory Building of the company and personal guarantee of the managing director and his relatives. The said loan is repayable in 36 monthly instalments starting from August 2021 and last instalment due in July 2024. Rate of interest 9.25% per annum.
- "Term Loan from Karur Vysya Bank has been issued during the year, is secured against the residential property of the promoters located at Sub Plot No 20 and 20-A, Ashwavilla Bunglow, Opp. Green Gold, Near Taj Sky Hotel, Ahmedabad and is co-borrowed by the following entities/ Individuals:

M/s Balahanuman Fabrics Pvt. Limited

M/s Shree Salasar Holding Limited

Mr. Aman P Agarwal

Mr. Agarwal Purushottam Radheshyam

Mrs. Agarwal Somna Purushottam

Mrs. Nirmaladevi Rajendraprasad Agarwal

Mr. Vijaykumar Murlidhar Sharma

M/s Purushottam R Agarwal HUF"

The said loan is repayable in 120 monthly instalment from October 2024. Rate of interest 9.75 % per annum.



- All loans consisting Working Capital Loans and a Term Loan, from Standard Chartered Bank, which are prepaid and closed during the year.
- Repayment Terms for Car Loan as per sanctioned letter

Terms of repayment for Long Term unsecured borrowings:

"The unsecured loan, balance outstanding amounting to Rs. 435.28 Lakhs (Previous year Rs. 460.10 Lacs) is repayable after one year. Rate of interest 12.00% to 15.00% p.a. as at year end.

"Mercedes Car (HDFC Bank Finance) secured by Hypo of Car, balance outstanding amounting to Rs 68.93 Lakhs (Previous year Rs 13.15) is repayable after one year. Rate of interest is 8.69 % to 9.50 % p.a. as at the year end.

- Default in terms of repayment and interest is Nil.

Terms of repayment for Long Term unsecured borrowings:

The unsecured loan, balance outstanding amounting to Rs. 225.34 Lac (Previous year Rs. 60.52 Lac) is repayable after one year. Rate of interest 12.00% to 15.00% p.a. as at year end.

	As at March 31, 2025 Amount in INR.	As at March 31, 2024 Amount in INR.
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04. DEFERRED TAX LIABILITIES (NET)

(A) Deferred tax assets

i. Difference between book and tax depreciation	10,55,489	5,96,110
ii. Other	-	-

10,55,489

5,96,110

• Deferred tax liabilities

i. Difference between book and tax depreciation	3,81,020	80,862
ii. Other	-	-

Total

6,74,469

5,15,248

Movement in Deferred Tax liabilities/(Assets)

Particulars	As at 1 st April, 2024	Charged/(Credited) to Profit or Loss	Charged/ (Credited) to OCI	As at 31 st March, 2025
Recognised in P and L				
(i) Difference between book and tax depreciation	(5,96,110)	9,77,130	-	3,81,020
(ii) EIR	(78,757)	(2,91,077)	-	(3,69,834)
(iii) ECL	1,59,619	(8,45,274)	-	(6,85,655)
Total	(5,15,248)	(1,59,221)	-	(6,74,469)

**Movement in Deferred Tax liabilities/(Assets)**

Particulars	As at 1 st April,2023	Charged/(Credited) to Profit or Loss	Charged/ (Credited) to OCI	As at 31 st March,2024
Recognised in P and L				
(i) Difference between book and tax depreciation	(1,33,664)	(4,62,447)	-	(5,96,110)
(ii) EIR	(1,57,513)	78,757	-	(78,757)
(iii) ECL	(6,12,471)	7,72,090	-	1,59,619
Total	(9,03,648)	3,88,399	-	(5,15,248)

	As at March 31, 2025 Amount in INR.	As at March 31,2024 Amount in INR.
15. TRADEPAYABLES		
Current		
Total outstanding dues of micro enterprises and small enterprises	9,95,51,947	12,10,81,987
Total outstanding dues of creditors other than micro enterprises and small enterprises	10,77,92,874	14,52,76,937
	20,73,44,821	26,63,58,924
Trade Payables Ageing Schedule: As at March 31, 2025		

Sr. No.	Particulars	Outstanding for following periods from due date of receipt				Total
		Less than 1 year	1-2 years	More than 3 Years	Total 3 Years	
1	MSME	9,36,64,057	-	58,87,891	-	9,95,51,948.00
2	Others	10,77,92,873	-	-	-	10,77,92,873.00
3	Disputed dues - MSME					-
4	Disputed dues - Others					-
	Total	20,14,56,930.00	-	58,87,891	-	20,73,44,821.00

**Trade Payables Ageing Schedule:
As at March 31, 2024**

Sr. No.	Particulars	Outstanding for following periods from due date of receipt				Total
		Less than 1 year	1-2 years	More than 3 Years	Total 3 Years	
1	MSME	11,51,90,337	58,92,475	-	-	12,10,82,812
2	Others	14,52,76,112	-	-	-	14,52,76,112
3	Disputed dues - MSME	-	-	-	-	-
4	Disputed dues - Others	-	-	-	-	-
	Total	26,04,66,449	58,92,475	-	-	26,63,58,924

**Payable to MSME Suppliers**

Information required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and Schedule III of the Companies Act, 2013 for the year ended March 31, 2025. This information has been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by auditors.

Sr.No	Particulars	As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR
1.	Principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year.		
	Principal	9,95,51,948	12,10,82,812
	Interest	NIL	NIL
2.	The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	NIL	NIL
3.	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	NIL	NIL
4.	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	NIL	NIL
5.	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	NIL	NIL



16. <u>OTHER CURRENT LIABILITIES:</u>		As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR
a)	Statutory remittances	19,08,179	16,33,810
b)	Payables on purchase of fixed assets	37,44,442	43,09,165
c)	Payables for expenses		
	Dues to Micro, Small and Medium enterprise	18,75,33,638	25,99,53,626
	Dues to other than Micro, Small and Medium enterprise	19,75,44,457	8,43,13,392
d)	Advance from Customer	9,02,275	1,77,50,515
		39,16,32,991	36,79,60,508

17. <u>Provisions</u>	As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR
Other Expenses Provision	81,57,163	67,85,215
	81,57,163	67,85,215

18. <u>Revenue from Operations</u>	As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR
Sales of Products / Turnover		
Finished Goods	1,24,38,94,916	1,15,28,53,854
Traded Goods Grey Sales	95,13,447	3,17,95,838
Yarn Sales	65,06,706	69,80,085
Export Sales	44,19,022	2,60,51,304
LESS		
Sales Return	(3,57,06,337)	(4,71,15,849)
Commission	(1,77,29,578)	(1,77,75,510)
Sale of services		
Job Work	63,58,65,295	55,31,09,859
	1,84,67,63,471	1,70,58,99,581

19. <u>Other Income</u>	As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR
Foreign Exchange Gain/(Loss)	1,22,722	2,42,680
Interest on Fixed Deposit	14,49,620	5,00,136
Interest on Income tax Refund	3,10,780	5,35,980
Rent Income	1,86,000	1,60,247
Duty Drawback	45,768	4,97,906



Profit on sale of Fixed Assets	6,62,049	9,14,819
Export Incentive (MEIS Sale)	9,52,436	15,76,746
Total Other income	37,29,375	44,28,514

20. Cost of Material Consumed	As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR
Raw Material		
Opening Stock	7,58,30,152	9,30,74,691
Add : Purchase	91,42,90,486	76,29,15,288
Add: yarn purchase	3,29,11,128	2,87,11,497
Add : Grey Dalali	13,85,043	3,80,646
Less: Closing Stock	(9,18,18,739)	(7,58,30,152)
	93,25,98,070	80,92,51,970

21. Purchase of Stock in Trade	As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR
Grey Purchase	91,51,201	3,11,95,979
Yarn Purchase	62,05,822	55,72,447
	1,53,57,023	3,67,68,426

22. Changes in Inventory of Finished Goods, Stock in Trade and WIP:	As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR
Opening Stock		
(i) Finished Goods	52,25,19,580	40,00,49,363
(iii) Work-in-process (Job Work)	1,27,33,720	1,91,28,990
(iv) Work-in-Process	5,03,61,174	5,50,65,844
	58,61,14,474	47,42,44,197
Closing Stock		
(i) Finished Goods	55,44,08,206	52,25,19,580
(iii) Work-in-process (Job Work)	2,47,31,690	1,27,33,720
(iv) Work-in-Process	7,09,81,752	5,03,61,174
	65,01,21,648	58,56,14,474
	(6,45,07,174)	(11,13,70,277)



23. <u>Employee Benefit Expense</u>	As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR
Salaries and Wages	6,27,57,582	6,11,57,343
Contribution to Provident Fund and Other Funds	28,12,592	20,89,448
Staff welfare expenses	8,13,843	8,76,801
Director Remuneration	36,02,400	36,02,400
	6,99,86,417	6,77,25,992

24. <u>Finance Cost</u>	As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR
Bank Commission & Charges	92,63,656	43,96,994
Bank Interest	5,99,72,823	6,84,66,119
Interest to Others	35,57,030	30,36,189
Finance cost EIR	(13,12,895)	3,12,899
	7,14,80,614	7,62,12,201

25. <u>Other Expenses</u>	As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR
Colour Chemical Consumed	19,74,82,793	18,40,41,739
Packing Material Consumed	1,08,13,701	1,13,01,959
Power & Fuel Consumed	30,69,71,338	29,44,02,943
Store & Spare Consumed	7,04,90,238	9,71,09,845
Process Charges	13,28,68,509	12,95,37,925
Freight & Octroi Cartage	80,59,343	87,04,396
Factory Expenses	9,17,764	13,43,289
Testing charges	1,23,820	22,450
Pollution Control Exps.	1,92,00,641	1,50,92,276
Postage & Telephone Expenses	9,45,132	9,97,044
Printing & Stationery	8,29,557	11,98,596
Rent, Rate & Taxes	28,50,827	28,88,661
Insurance Charges	23,53,282	22,07,115
Director Sitting Fees	1,76,000	3,43,600
Consulting & Professional Charges	31,88,960	22,58,736
Auditors Remuneration	4,50,000	3,00,000
Advertisement	23,278	27,712
Charity & Donation	3,74,100	2,82,874
Electric Expenses	4,84,307	4,70,021
Office & General Expenses	4,02,154	4,80,120
Vehicle Expenses	17,01,362	22,03,397
Legal Expenses	2,72,900	4,41,500
Misc. Expenses	5,54,798	1,25,973
Computer Expenses	5,47,508	4,63,252



Claim Vataav Incentive (Net)	1,77,52,929	1,41,20,145
Sales Promotion Expenses	12,95,750	24,29,846
Travelling Expenses	19,69,890	20,29,894
Foreign Travelling Expenses	3,86,601	
Clearing & forwarding	2,85,866	2,71,470
Interest on TDS	53,229	66,093
Interest on GST	-	386
GST Charges	5,13,008	10,818
ECL Expenses	2,96,038	(6,34,162)
Sundry Balance W/o	-	2,31,34,776
Total	78,46,35,623	79,76,74,689
Payments to auditor as		
(a) Statutory Auditors	4,50,000.00	3,00,000.00
	78,46,35,623	79,76,74,689

26. INCOME TAX:		As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR
(a)	The major components of income tax expenses for the year ended March 31, 2023		
	Statement of profit and loss:		
	Current income tax:		
	Current income tax charge	70,00,000	53,00,000
	Adjustment in respect of income tax charge of previous years	(2,82,948)	(1,31,795)
	Deferred tax:		
	Charges relating to origination and reversal of temporary differences	(1,59,221)	(20,17,220)
	Income tax expenses reported in statement of profit and loss	65,57,831	31,50,985
(b)	Other Comprehensive Income (OCI) section	-	-
	Deferred tax related to items recognised in OCI during the year	-	-
		As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR
	Net loss / (gain) on re-measurements of defined benefit plans	-	-
	Income tax credit / (charged) to OCI	-	-

(c) Reconciliation of tax expense and the accounting profit multiplied by applicable tax rate for March 31, 2025

	As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR
Profit/(Loss) before tax as per Statement of Profit and loss	3,00,57,272	2,54,44,216
Income tax using the Company's domestic tax rate	75,65,415	64,04,309
Tax Effect of:		
Expenses not allowable/ (allowable) under Income Tax Act	22,85,616	26,84,535
Expenses allowable under Income Tax Act	(36,41,857)	(28,86,044)



Others		2,27,464
Tax expenses as per Books	62,09,175	64,30,265
Income taxes for earlier years	(2,82,948)	(2,38,894)
Deferred tax on other items	(1,59,221)	3,88,400
Tax expenses as per Books	57,67,006	65,79,771
Effective tax rate	19%	26%
27. EARNING PER SHARE:	As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR
Net Profit/ (Loss) for the year (Amount in Rs.)	2,34,99,441	1,92,94,710
Number of equity shares (Weighted Average)	95,00,000	95,00,000
Basic Earnings per Share (Rs.)	2.47	2.03
Diluted Earnings Per Share (Rs.)	2.47	2.03
28. COMMITMENTS, CONTINGENT LIABILITIES AND ASSETS:	As at March 31, 2025 Amount in INR	As at March 31, 2024 Amount in INR
Estimated amounts of contracts remaining to be executed on capital account	12,60,000	13,85,000

Contingent liabilities:

Contingent Liability on account CIT (A) for the AY 2019-20 is Rs 1,57,73,498 as at 31st March, 2025 (Rs. Nil as at 31st March, 2024).

Contingent assets:

There are no contingent assets recognized as at March 31, 2025.

- 29.** Balance of Trade Payables, Receivables, Loans and advances, unsecured loans are subject to confirmation.
- 30.** Break up of expenditure incurred on employees who were in receipt of remuneration aggregating Rs 1,02,00,000/- or more for year or Rs 8,50,000/- or more, where employed for a part of the year. Nil (Previous Year ₹ Nil)
- 31. Segment Information:**

(a) Description of segment and principal activities

The Managing Director/ Chief Executive Officer of the Company allocate resources and assess the performance of the Company, thus are the Chief Operating Decision Maker (CODM). Textile Business is identified as single operating segment for the purpose of making decision on allocation of resources and assessing its performance.

(b) Information about geographical areas

(i) Revenue from External Customers:		
Particulars	2024-25	2023-24
India	1,84,23,44,449	1,68,09,42,305
Outside India	44,19,022	2,49,57,276



	Total	1,84,67,63,471	1,70,58,99,581
Revenue from external customer is allocated based on the location of customers.			
(ii)	Non - Current Assets:		
	Particulars	2024-25	2023-24
	India	12,70,73,043	11,78,07,597
	Outside India	-	
	Total	12,70,73,043	11,78,07,597

Non-current assets include property, plant and equipment, capital work in progress, intangible assets and Security Deposits. It is allocated based on the geographic location of the respective assets.

(c) Information about major customers:

There is no customer representing more than 10% of the total balance of trade receivables.

32. Related Party Transactions:

a. Concerns in which directors or their relatives are interested

Anunay Fab Ltd.

Balhanuman Fabrics Ltd.

b. Directors and their relatives & Key Managerial

Personnel:

PARTICULARS	RELATION/DESIGNATION	DATE
Purushottam Radheshyam Agarwal	Managing Director	
Kishan Yadav	Director and CFO	
Rameshkumar Agarwal	Independent Director	
Rohit Sunil Periwal	Independent Director	(DOA - 14/08/2024)
Yashree Kaushal Kumar Dixit	Independent Director	(DOA - 25/12/2024)
Chetan D Jain	Company Secretary	
Ramniwas Pandia	Independent Director	(DOR - 14/08/2024)
Vaishali Sureshkumar Soni	Independent Director	(DOR - 05/12/2024)
Somna Agarwal	Managing Director's Wife	

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

Particulars	As on 31.03.2025		As on 31.03.2024	
	Directors' Relatives & KMP	Concerns in which Directors are interested	Directors', Relatives & KMP	Concerns in which Directors are interested
Sales & other Inc.	-	16,58,27,726	-	14,85,30,853
Purchase & other Ser.	-	27,85,86,255	-	26,21,95,493
Remuneration	51,04,800		51,04,800	-
Sitting Fees	1,76,000		3,43,600	-
Deposit Received	45,00,000	3,63,00,958	-	3,27,52,194
Deposit Paid	25,00,000	9,76,16,847	-	5,24,47,784



Interest Recd.	-	-	-	-
Interest Paid	-	-	-	-
Rent Paid	12,30,000	-	12,30,000	-
Investment in Equity	-	-	-	-
Salary to KMP	6,99,000	-	5,57,100	-
Balance outstanding Dr./(Cr)	(34,53,595)	(3,28,61,961)	(16,76,335)	2,67,12,179

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

- (i) There are no amounts due to or due from related parties which have been written off / written back during theyear.
- (ii) Goods were sold during the year based on the price lists in force and terms that would be available to third parties. All other transactions were made on normal commercial terms and conditions at market rates. All outstanding balances are unsecured and are repayable in cash.
- (iii) The above details are as per Management representation and confirmation.

33. Loans and Advances, Unsecured loan and Debtors/Creditors are subject to confirmation.

34. IND AS 115: Revenue from Contracts with Customers:

The disaggregation of Revenue from Contract with Customers – Segment-wise

Particulars	As on 31 st March 2025	As on 31 st March 2024
Sales in Domestic Market	1,25,99,15,069	1,19,16,29,777
Sales in Export Market	44,19,022	2,60,51,304
Job Work Income	63,58,65,295	55,31,09,859
Less:		
Sales Return	(3,57,06,337)	(4,71,15,849)
Commission	(1,77,29,578)	(1,77,75,510)
Total Revenue	1,84,67,63,471	1,70,58,99,581
A) Disaggregated revenue information		
Set out below is the disaggregation of the company's revenue from contracts with customers:		
Segment	For the year ended March 31, 2025	For the year ended March 31, 2024
Type of goods or service		
Sale of manufactured goods	1,24,83,13,938	1,17,89,05,158
Sale of traded products	1,60,20,153	3,87,75,923
Sale of Services	63,58,65,295	55,31,09,859
Total revenue from contracts with customers	1,90,01,99,386	1,77,07,90,940
India	1,89,57,80,364	1,74,47,39,636
Outside India	44,19,022	2,60,51,304
Total revenue from contracts with customers	1,90,01,99,386	1,77,07,90,940
Timing of revenue recognition		
Goods transferred at a point in time	1,90,01,99,386	1,77,07,90,940
Total revenue from contracts with customers	1,90,01,99,386	1,77,07,90,940



Set out below, is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information		
Segment	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue		
External customer	1,90,01,99,386	1,77,07,90,940
Inter-segment		
Inter-segment adjustment and elimination		
Total revenue from contracts with customers	1,90,01,99,386	1,77,07,90,940
B) Contract balances		
The following table provides information about receivables, contract assets and contract liabilities from contract with customers		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Trade receivables*	55,93,22,354	62,65,15,483
Contract liabilities		
Advances from customers	9,02,275	1,77,50,515
*Trade receivables are non-interest bearing and are generally on terms of 0 to 180 days.		
C) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue as per contracted price		
Sales from Dying and Printing	1,90,01,99,386	1,77,07,90,940
Less:		
Sales Return	(3,57,06,337)	(4,71,15,849)
Commission	(1,77,29,578)	(1,77,75,510)
Revenue from contract with customers	1,84,67,63,471	1,70,58,99,581
* Revenue net of discounts, claims and commission		
D) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Advances from customers	9,02,275	1,77,50,515
	9,02,275	1,77,50,515
Management expects that the entire transaction price allotted to the unsatisfied contract as at the end of the reporting period will be recognised as revenue during the next financial year.		

**35. Financial Instruments:****1. Capital management**

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximizing the return to stakeholders through the optimization of the debt and equity balance.

The capital structure of the Company consists of net debt and total equity of the Company.

1.1 Gearing ratio:

The gearing ratio at the end of the reporting period was as follows.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Debt (i)	64,27,60,483	57,59,55,250
Cash and bank balances (Refer Note 7 & 8)	2,89,00,67,474	1,60,28,899
Net debt	67,16,60,957	59,19,84,149
Total equity	35,35,29,259	29,03,98,243
Net debt to equity ratio	1,89,987	1,79,373

Debt is defined as long-term and short term borrowing, as described in notes 13

2. Categories of financial instruments:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Carrying values	Fair values	Carrying values	Fair values
<u>Financial assets</u>				
<u>Measured at amortised cost</u>				
Investments	-	-	-	-
Loans				
Trade receivables	55,93,22,354	55,93,22,354	62,65,15,483	62,65,15,483
Cash and cash equivalents	2,89,00,474	2,89,00,474	1,60,28,899	1,60,28,899
Other Financial Assets	86,08,358	86,08,358	72,32,088	72,32,088
Total Financial Assets carried at amortised cost (A)	59,68,31,186	59,68,31,186	64,97,76,470	64,97,76,470
<u>Measured at fair value through profit and loss</u>				
Current investments in mutual funds	-	-	-	-
Total Financial Assets at fair value through profit and loss (B)	-	-	-	-
Total Financial Assets (A+B)	59,68,31,186	59,68,31,186	64,97,76,470	64,97,76,470
<u>Financial liabilities</u>				
<u>Measured at amortised cost</u>				
Non-current liabilities				
Non-Current borrowings *	28,42,64,187	28,42,64,187	21,33,20,271	21,33,20,271



Current liabilities				
Short-term borrowings	35,84,96,296	35,84,96,296	36,26,34,979	37,24,00,382
Trade payables	20,73,44,821	20,73,44,821	26,63,58,924	25,28,34,927
Other financial liabilities	-	-	-	-
Financial Liabilities measured at amortised cost	85,01,05,304	85,01,05,304	84,23,14,174	83,85,55,580
Total Financial Liabilities	85,01,05,304	85,01,05,304	84,23,14,174	83,85,55,580

For financial liabilities (domestic currency loans): - appropriate market borrowing rate of the entity as of each balance sheet date used.

3. Financial risk management objectives:

The Company's corporate finance department provides services to business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyses the exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

4. Market risk:

The Company's activities expose it primarily to the financial risks of changes in interest rates due to variable interest loans. The Company does not enter into derivative contracts to manage risks related to anticipated sales and purchases.

5. Foreign currency risk management:

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilizing forward foreign exchange contracts and currency options taken at the time of initiation of the booking by the management. Such decision is taken after considering the factors such as upside potential, cost of structure and the downside risks etc. Quarterly reports are submitted to Management Committee on the covered and open positions and MTM valuation.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

PARTICULARS	As at March 31, 2025			As at March 31, 2024		
	USD	EURO	INR	USD	EURO	INR
Financial assets						
Non-current financial assets						
Investments	-	-	-	-	-	-
Advances to supplier	-	-	-	-	-	-
Total non-current financial assets	-	-	-	-	-	-
Current financial assets	-	-	-	-	-	-
Trade receivables (Exports)	-	-	-	2,09,794		1,74,93,253
Cash and cash equivalents	-	-	-	-	-	-
Total current financial assets	-	-	-	2,09,794		1,74,93,253
Total financial assets	-	-	-	2,09,794		1,74,93,253
Financial liabilities						
Non-current financial liabilities						
Borrowings	-	-	-	-	-	-
Total non-current financial liabilities	-	-	-	-	-	-
Current financial liabilities						
Borrowings	-	-	-	-	-	-



Trade payables	54,500	-	46,65,331	-		
Others	-	-	-	-		
Total current financial liabilities	54,500	-	46,65,331	-		
Total financial liabilities	54,500	-	46,65,331	-		
Excess of financial liabilities over financial assets	54,500	-	46,65,331	(2,09,794)		(1,74,93,253)
Hedge foreign currency risk	-	-	-	-		
Unhedge foreign currency risk	54,500	-	46,65,331	(2,09,794)	-	(1,74,93,253)
Sensitivity impact on Net liabilities/(assets) exposure at 10%	5,450	-	4,66,533	(20,979)		(17,49,325)

5.1 Foreign currency sensitivity analysis:

The Company is not materially exposed to USD and EURO currency.

6. Interest rate risk management:

The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The Company has exposure to interest rate risk, arising principally on changes in interest rates. The Company uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like long term and short term loans. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

The table in 6.1 provides a break-up of the Company's fixed and floating rate borrowings:

6.1 Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

The following table provides a break-up of the Company's fixed and floating rate borrowings and interest rate sensitivity analysis.

Particulars	As at March 31, 2025		As at March 31, 2024	
	Gross amount	Interest rate Sensitivity @ 0.50%	Gross amount	Interest rate Sensitivity @ 0.50%
Fixed Loan	4,35,27,591	N.A.	4,60,10,252	NA
Variable Loan	59,92,32,892	29,96,164	52,99,44,998	28,27,796
Total	64,27,60,483	29,96,164	57,59,55,250	28,27,796

7. Credit risk management:

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company uses publicly available financial information and its own trading records to rate its major customers. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Trade receivables consist of a large number of customers, spread across diverse geographical areas.



Ongoing credit evaluation is performed on the financial condition of accounts receivable.

The Company does not have significant credit risk exposure to any single counterparty. Concentration of credit risk related to the above mentioned company did not exceed 10% of gross monetary assets at any time during the year. Concentration of credit risk to any other counterparty did not exceed 10% of gross monetary assets at any time during the year.

7.1 Collateral held as security and other credit enhancements:

The Company does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets.

8. Liquidity risk management:

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

9. Disclosure as per Ind AS 113 - Fair Value Measurements

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in an orderly transaction in the principal (or most advantageous) market at measurement date under the current market condition regardless of whether that price is directly observable or estimated using other valuation techniques.

The Company has established the following fair value hierarchy that categorizes the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1- Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. Listed and actively traded equity instruments are stated at the last quoted closing price on the National Stock Exchange of India Limited (NSE).

Level 2- The fair value of financial instruments that are not traded in active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3- If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The fair value of the financial assets and liabilities included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes of similar instruments.

Valuation Techniques used to determine fair values:

A) Specific valuation technique is used to determine the fair value of the financial instruments which include:

- i) For financial instruments other than (ii):- In accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable market transactions and dealer quotes of similar instruments.
- ii) For financial liabilities (domestic currency loans) :- appropriate market borrowing rate of the entity as of each balance sheet date used.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods and its non-derivative financial assets. The



tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

8.1

Particulars	As at March 31, 2024				As at March 31, 2023			
	< 1 year	1-5 years	> 5 years	Total	< 1 year	1-5 years	> 5 years	Total
Financial assets								
Non-current								
Investments				-	-	-	-	-
Other Financial Assets	13,14,480	7,93,420	60,58,584	81,66,484	-	7,93,420	60,78,584	68,72,004
Total non-current financial assets	13,14,480	7,93,420	60,58,584	81,66,484	-	7,93,420	60,78,584	68,72,004
Current								
Trade receivables	43,88,26,695	4,44,49,818	7,87,69,938	56,20,46,451	51,32,21,617	4,10,43,583	7,46,78,341	62,89,43,541
Cash and cash equivalents	2,83,55,167	5,45,307	-	2,89,00,474	1,60,28,899	-	-	1,60,28,899
Total current financial assets	46,71,81,862	4,49,95,125	7,87,69,938	59,09,46,925	52,92,50,516	11,57,21,924	-	64,49,72,440
Total financial assets	46,84,96,342	4,57,88,545	8,48,28,522	59,91,13,409	52,92,50,516	11,65,15,344	60,78,584	65,18,44,444
Financial liabilities								
Non-current								
Borrowings	24,84,87,676	3,57,76,511		28,42,64,187	2,21,59,431	19,11,60,840	-	21,33,20,271



Total non-current financial liabilities	24,84,87,676	3,57,76,511	-	28,42,64,187	2,23,15,879	21,81,04,211	-	21,33,20,271
Current								
+Borrowings	35,84,96,296	-	-	35,84,96,296	36,26,34,979	-	-	36,26,34,979
Trade payables	20,14,56,930	58,87,891		20,73,44,821	26,04,66,449	58,92,475		26,63,58,924
Other financial liabilities								
Total current financial liabilities	55,99,53,226	58,87,891	-	55,99,53,226	59,61,58,059	58,92,476	-	62,31,01,428
Total financial liabilities	80,84,40,902	4,16,64,402	-	84,42,17,413	61,84,73,938	22,39,96,687	-	83,64,21,699

36. Reconciliation of the amount of revenue recognised in the statement of profit and loss with the contracted price:

Amount in INR

Particulars	31 March 2025	31 March 2024
<u>Sales of Goods:</u>		
Finished Goods	1,24,38,94,916	1,15,28,53,854
Traded Goods Grey Sales	95,13,447	3,17,95,838
Yarn Sales	65,06,706	69,80,085
Export Sales	44,19,022	2,60,51,304
<u>Sales of Services</u>		
Job Work	63,58,65,295	55,31,09,859
Revenue as per contracted price	1,90,01,99,386	1,77,07,90,940
<u>Adjustments:</u>		
Discounts / rebates / incentives		-
Sales returns / credits / reversals	(3,57,06,337)	(4,71,15,849)
Deferment of revenue		
Any other adjustments	(1,77,29,578)	(1,77,75,510)
Revenue from contract with customers	1,84,67,63,471	1,70,58,99,581

**37. Assets Mortgage/Hypothecated as security**

The carrying amount of assets Mortgaged/hypothecated as security for current and non-current borrowings are:

Assets description	31 March 2025	31 March 2024
First and / or Second charge		
I. Current Financial Assets		
Trade receivables	55,93,22,354	62,65,15,483
Bank balances	1,73,73,646	1,56,22,321
Other financial assets	4,41,874	3,60,084
II. Current Assets		
Inventories	82,96,03,676	73,53,93,921
Other Current Assets	4,42,71,432	3,59,30,952
Total current assets Hypothecated/Mortgage as security	1,45,10,12,982	1,41,38,22,761
First and / or Second charge		
III Property, Plant and Equipment		
A. Plant and Equipments	4,37,01,267	3,91,68,612
B. Freehold land		
C. Buildings	1,65,40,110	1,82,33,868
D. Lease Hold Improvements		
E. Furniture & Fittings	10,27,626	13,15,472
F. Office Equipments	13,17,915	14,04,717
G. Vehicles	87,61,831	34,07,351
H. Computer	2,91,224	2,98,208
I. Electronic Equipment		
J. Intangible Assets	4,65,92,117	4,65,92,117
IV. Capital work in progress		
V Non-Current Financial Assets		
Investment		
Other Financial Assets	81,66,484	68,72,004
VI. Other Non-Current Assets		
Total non-current assets Hypothecated/Mortgage as security	12,63,98,574	11,72,92,349
Total Assets Hypothecated/Mortgage as security	1,57,74,11,556	1,57,69,72,770

- 38.** Company has not given any loan or Guarantees during the year hence disclosure under section 186(4) of the Companies Act, 2013 is not given.
- 39.** The financial statements were approved for issue by the board of directors on 28th May 2025.
- 40.** Figures have been presented in 'Lacs' of rupees with two decimals.
- 41.** The figures of previous year have been regrouped or rearranged wherever necessary to conform to current year's presentation as per Schedule III (Division II) to the Companies Act 2013.



42. Additional Regulatory Information pursuant to Clause 6L of General Instructions for preparation of Balance Sheet as given in Part I of Division II of Schedule III to the Companies Act, 2013, are given hereunder to the extent relevant and other than those given elsewhere in any other notes to the Financial Statements.
- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
 - The Company has Fund-based and Non-fund-based limits of Working Capital from Banks and Financial institutions. For the said facility, the Company has submitted Stock and debtors statement to the bank on monthly basis as also the Quarterly Information Statements. The average difference is not material and is less than 15% of amount of stock and debtors, which is on account of valuation, provisions, etc.
 - The Company has not been declared as a willful defaulter by any lender who has powers to declare a company as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
 - The Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Company Act, 1956.
 - The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
 - The Company has not received any funds from any person(s) or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall;
 - Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries), or
 - Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - The Company does not have any transactions which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
 - The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
43. Ratio is attached as per separate sheet.

Signature to Notes Forming Part of the Financial Statement			
For Nahta Jain and Associates	For and on behalf of the Board of Directors		
Chartered Accountants	SHREE BHAVYA FABRICS LIMITED		
Firm Regn. No. 106801W			
		Sd/-	Sd/-
		Purushottam Agarwal	Rohit Periwal
		(Managing Director)	(Director)
		(DIN-00396869)	(DIN-09168445)
Sd/-			
(CA. Gaurav Nahta)			
Partner		Sd/-	Sd/-
M. No. 116735		Kishan Yadav	Chetan Jain
Place : Ahmedabad		(Director & Chief Financial Officer)	(Company Secretary)
Date : 28/05/2025		(DIN: 02845697)	
UDIN: 25116735BMJEPR5023			



43	Ratio Analysis				
	Note- The Numerator and Denominator description given below is based on standard format only for understanding purpose. This need to be amended by each company based on specific items with reference to nomenclature used in its financial statement.				
Sr. No.	Ratio	31 st March 2025	31 st March 2024	% Variance	Reason for variance
1	Current ratio	1.53	1.42	-7%	N.A
2	Debt equity ratio	1.82	1.75	-4%	N.A
3	Debt service coverage ratio	1.54	1.08	-44%	Substantial Debt has been repaid during the previous year
4	Interest service coverage ratio	1.47	1.36	-9%	N.A
5	Return on Equity	6.88	6.17	11%	N.A
6	Inventory turnover ratio	2.08	2.03	-3%	N.A
7	Trader receivable turnover ratio	3.11	2.81	-11%	N.A
8	Trade payable turnover ratio	2.06	1.99	-3%	N.A
9	Net capital turnover ratio	3.94	4.11	4%	N.A
10	Net profit ratio	1.27	1.13	13%	N.A
11	Return on capital employed	0.15	0.18	18%	N.A
12	Return on investment	NA	NA	NA	N.A

Signature to Notes Forming Part of the Financial Statement			
For Nahta Jain and Associates		For and on behalf of the Board of Directors	
Chartered Accountants		SHREE BHAVYA FABRICS LIMITED	
Firm Regn. No. 106801W			
		Sd/-	Sd/-
		Purushottam Agarwal	Rohit Periwal
		(Managing Director)	(Director)
		(DIN-00396869)	(DIN-09168445)
Sd/-			
(CA. Gaurav Nahta)			
Partner		Sd/-	Sd/-
M. No. 116735		Kishan Yadav	Chetan D Jain
Place : Ahmedabad		(Director & Chief Financial Officer)	(Company Secretary)
Date : 28/05/2025		(DIN: 02845697)	
UDIN: 25116735BMJEPR5023			

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025****1. General Information**

Shree Bhavya Fabrics Limited ("the Company") incorporated in 1988 in India. The principal activity of the Company is to be in the business of textile. The Company has manufacturing facilities in India. The company manufactures textile products. The registered office and factory address of The Company is **SURVEY NO. 170, OPP.ADVANCE PETROCHEM LIMITED, PIRANA ROAD, PIPLEJ AHMEDABAD**. The Company has no holding, Subsidiary Company.

2. Significant Accounting policies**I. Statement of compliance:**

These Financial Statements have been prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 (Act) read with Companies (Indian Accounting Standards) Rules as amended from time to time. The Financial Statements have been prepared under historical cost convention basis except for certain financial assets and financial liabilities which have been measured at fair value. Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Company's presentation and functional currency is Indian Rupees and all values are rounded to the Lakhs.

II. Basis of preparation and presentation:

These financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value or amortized cost at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realization in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

III. Current and non-current classification:

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is classified as current when it satisfies any of the following criteria: it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle.

It is held primarily for the purpose of being traded Non-Current;

- It is expected to be realized within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
- All other assets are classified as non-current.



It is held primarily for the purpose of being traded Current

- A liability is classified as current when it satisfies any of the following criteria:
- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded
- It is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.
- All other liabilities are classified as non-current.
- Deferred tax assets and liabilities are classified as non-current only
- The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.
- Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Standalone Financial Statements have been presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded off to the nearest two decimals, unless otherwise stated.

IV. Use of estimates & Judgments

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Company to make informed judgments, reasonable assumptions and estimates that affect the amounts reported balances of Assets and Liabilities, disclosures of contingent Liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. Uncertainty about these could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in the future periods. These assumptions and estimates are reviewed periodically based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit & Loss in the period in which the estimates are revised and in any future periods affected.

In the assessment of the Company, the most significant effects of use of judgments and/or estimates on the amounts recognized in the financial statements are in respect of the following:

- Useful lives of property, plant & equipment;
- Valuation of inventories;
- Measurement of recoverable amounts of assets / cash-generating units;
- Assets and obligations relating to employee benefits;
- Evaluation of recoverability of deferred tax assets; and
- Provisions and Contingencies

V. Functional and presentation currency:

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lakhs, except as stated otherwise.

VI. Significant accounting policies

A. Revenue recognition

Revenue from contract with customers Revenue from contracts with customers is recognized upon transfer of control of promised goods/ products to customers at an amount that reflects the consideration to which the Company expect to be entitled for those goods/ products. To recognize revenues, the Company applies the following five-step approach:



- Identify the contract with a customer,
- Identify the performance obligations in the contract,
- Determine the transaction price,
- Allocate the transaction price to the performance obligations in the contract, and
- Recognize revenues when a performance obligation is satisfied.

1. Sale of goods

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, related discounts & incentives and volume rebates. It includes excise duty and excludes value added tax/ sales tax/goods and service tax.

2. Sale of goods – non-cash incentive schemes (deferred revenue)

The company operates a non-cash incentive scheme program where dealers / agents are entitled to non-cash incentives on achievement of sales targets. Revenue related to the non-cash schemes is deferred and recognized when the targets are achieved. The amount of revenue is based on the realization of the sales targets to the period of scheme defined.

3. Interest income

For all financial instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. Interest income is included in other income in the statement of profit and loss.

4. Dividends

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

B. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that a company incurs in connection with the borrowing of funds.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying asset is deducted from the borrowing costs eligible for capitalization.

C. Export Benefits

Duty free imports of raw materials under advance license for imports, as per the Foreign Trade Policy, are matched with the exports made against the said licenses and the net benefits / obligations are accounted by making suitable adjustments in raw material consumption.

D. Taxes

1. Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on the rates and tax laws enacted or substantively enacted, at the reporting date in the country where the entity operates and generates taxable income.



Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2. Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their corresponding carrying amounts for the financial reporting purposes.

Deferred tax assets are the amounts of income taxes recoverable in future periods in respect of:

- i. deductible temporary differences;
- ii. the carry forward of unused tax losses; and
- iii. the carry forward of unused tax credits.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized an asset in accordance with recommendations contained in Guidance Note issued by ICAI, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to an extent there is no longer convincing evidence to the effect that the company will pay normal Income Tax during the specified period.

E. Leases

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

1) Right-of-use assets

- The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use)

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right of- use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:



- Leasehold buildings 8 to 10 years
- Leasehold Land 75 to 80 years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (p) Impairment of non-financial assets.

2) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments.

3) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value.

Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

F. Employee Benefits

All employee benefits payable wholly within twelve months of rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized during the period in which the employee renders related service.

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered the service entitling them to the contribution.

No benefits has been provided by the Company under the defined benefits plan. Thus no re measurement comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur

No net defined benefit obligation as an expense has been recognized in the statement of profit and loss:

1. Long-term employee benefits

Post-employment and other employee benefits are recognized as an expense in the statement of profit and loss for the period in which the employee has rendered services. A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.



2. Defined contribution plans

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. Company has not made any provisions of Gratuity.

G. Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at acquisition cost of the items. Acquisition cost includes expenditure that is directly attributable to getting the asset ready for intended use. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

An item of spare parts that meets the definition of 'property, plant and equipment' is recognized as property, plant and equipment. The depreciation on such an item of spare part will begin when the asset is available for use i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. In case of a spare part, as it may be readily available for use, it may be depreciated from the date of purchase of the spare part.

Capital work in progress is stated at cost and net of accumulated impairment losses, if any. All the direct expenditure related to implementation including incidental expenditure incurred during the period of implementation of a project, till it is commissioned, is accounted as Capital work in progress (CWIP) and after commissioning the same is transferred / allocated to the respective item of property, plant and equipment.

Pre-operating costs, being indirect in nature, are expensed to the statement of profit and loss as and when incurred.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Property, plant and equipment are eliminated from financial statement, either on disposal or when retired from active use. Losses arising in the case of retirement of property, plant and equipment are recognized in the statement of profit and loss in the year of occurrence.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated to allocate the cost of assets, net of their residual values, over their estimated useful lives. Components having value significant to the total cost of the asset and life different from that of the main asset are depreciated over its useful life. However, land is not depreciated. The useful lives so determined are as follows:

Assets	Estimated useful life
Lease hold land	Lease term (99 years)
Buildings	30 to 60 years
Plant and machinery	10 to 40 years
Furniture and fixtures	10 years
Office equipment	10 years
Vehicles	8 to 10 years

Depreciation on fixed assets has been provided in the accounts based on useful life of the assets prescribed in Schedule II to the companies Act, 2013 based on Written Down Method.

Depreciation on additions is calculated on pro rata basis with reference to the date of addition.



Depreciation on assets sold/ discarded, during the period, has been provided up to the preceding month of sale / discarded.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains / (losses).

H. Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

There are no Investment Properties in name of Company.

I. Intangibles

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the company and the cost of the asset can be measured reliably.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

J. Inventories

Inventories are valued at the lower of cost and net realizable value.

1. **Raw materials:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined based on **specific identification method**.
2. **Finished goods and work in progress:** cost includes cost of direct materials and labor and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on lower of cost or net realizable value.
3. **Stores and spares:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis. An item of spare parts that does not meet the definition of 'property, plant and equipment' has to be recognized as a part of inventories.
4. **Fuel:** cost includes cost of purchase and other cost incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

K. Investment in subsidiaries, joint ventures and associates

Investments in subsidiaries, joint ventures and associates are recognized at cost as per Ind AS 27. Except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, when they are classified as held for sale.

There are no Investment in Subsidiaries, Joint Ventures and Associates as defined as per INDAS 27.

**L. Financial Instruments****• Financial assets****i. Initial recognition and measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortized cost.

ii. Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- a. Debt instruments at amortized cost
- b. Debt instruments at fair value through other comprehensive income (FVTOCI)
- c. Financial assets at fair value through profit or loss (FVTPL)
- d. Equity instruments measured at fair value through other comprehensive income (FVTOCI)

iii. Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b. Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

iv. Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a. The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b. The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

v. Financial instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

vi. Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.



If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

vii. Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognized (i.e. removed from the company's balance sheet) when:

- a. The rights to receive cash flows from the asset have expired, or
- b. The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - a) the company has transferred substantially all the risks and rewards of the asset, or
 - b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognize the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

viii. Impairment of financial assets

The company assesses impairment based on expected credit loss (ECL) model to the following:

- a. Financial assets measured at amortized cost;
- b. Financial assets measured at fair value through other comprehensive income (FVTOCI);

Expected credit losses are measured through a loss allowance at an amount equal to:

- a. The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- b. Full time expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The company follows 'simplified approach' for recognition of impairment loss allowance on:

- a. Trade receivables or contract revenue receivables; and

Under the simplified approach, the company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

For recognition of impairment loss on other financial assets and risk exposure, the company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.



ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L.

ix. Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

• Financial liabilities

i. Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

ii. Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- a. Financial liabilities at fair value through profit or loss
- b. Loans and borrowings
- c. Financial guarantee contracts

iii. Financial liabilities at FVTPL

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit and loss. The company has not designated any financial liability as at fair value through profit and loss.

iv. Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

v. De recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.



- **Off-setting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

M. Impairment of non-financial assets

The company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or company's assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is determined:

- i. In case of individual asset, at higher of the fair value less cost to sell and value in use; and
- ii. In case of cash-generating unit (a company of assets that generates identified, independent cash flows), at the higher of the cash-generating unit's fair value less cost to sell and the value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation surplus.

N. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the company's cash management.

O. Segment accounting

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

The Operating segments have been identified on the basis of the nature of products/services.

The accounting policies adopted for segment reporting are in line with the accounting policies of the company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter Segment revenue is accounted on the basis of transactions which are primarily determined based on market/fair value factors. Revenue, expenses, assets and liabilities which relate to the company as a whole and are not allocated to segments on a reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".



The Company is primarily engaged in the business of manufacturing, distribution and marketing of textile product. These, in the context of Ind AS 108 on Operating Segments Reporting are considered to constitute single business segment.

P. Provisions, Contingent liabilities, Contingent assets and Commitments

General

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liability is disclosed in the case of:

1. A present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
2. A present obligation arising from the past events, when no reliable estimate is possible;
3. A possible obligation arising from the past events, unless the probability of outflow of resources is remote.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

The company provides for the expenses to reclaim the quarries used for mining. The total estimate of reclamation expenses is apportioned over the estimate of mineral reserves and a provision is made based on the minerals extracted during the year. Mines reclamation expenses are incurred on an ongoing basis and until the closure of the mine. The actual expenses may vary based on the nature of reclamation and the estimate of reclamation expenditure.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

Q. Dividend

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

The Company recognizes a liability to make cash distributions to equity holders of the Company when the distribution is authorized, and the distribution is no longer at the discretion of the Company. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors. The interim dividends declared during the year are approved by the Board of Directors.

However, no dividend has been paid by Company during the year.

R. Earnings per share

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.



For the purpose of calculating diluted earnings per share, the profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. The diluted potential equity shares have been arrived at, assuming that the proceeds receivable were based on shares having been issued at the average market value of the outstanding shares. In computing dilutive earnings per share, only potential equity shares that are dilutive and that would, if issued, either reduce future earnings per share or increase loss per share, are included.

S. Use of estimates and judgements

The presentation of the financial statements is in conformity with the Ind AS which requires the management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statements. The actual outcome may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Current tax
- Fair valuation of unlisted securities

T. Statement of cash flows

Cash flow are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals of accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and finance activities of the company are segregated.

U. Current and non-current classification

The company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- i. Expected to be realized or intended to be sold or consumed in normal operating cycle;
- ii. Held primarily for the purpose of trading;
- iii. Expected to be realized within twelve months after the reporting period, or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- i. It is expected to be settled in normal operating cycle;
- ii. It is held primarily for the purpose of trading;
- iii. It is due to be settled within twelve months after the reporting period, or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating Cycle

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The company has identified twelve months as its operating cycle.



V. Foreign currency translation

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is company's functional and presentation currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the company's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

W. Fair value measurement

The company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i. In the principal market for the asset or liability, or
- ii. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- i. Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or Liabilities.
- ii. Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- iii. Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The company's Valuation Committee determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations. The Valuation Committee comprises of the head of the investment properties segment, heads of the company's internal mergers and acquisitions team, the head of the risk management department, financial controllers and chief finance officer.

External valuers are involved for valuation of significant assets, such as unquoted financial assets. Involvement of external valuers is decided upon annually by the Valuation Committee after discussion



with and approval by the management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Valuers are normally rotated every three years. The management decides, after discussions with the company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation.

The management, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

On an interim basis, the Valuation Committee and the Company's external valuers present the valuation results to the Audit Committee and the company's independent auditors. This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- i. Disclosures for valuation methods, significant estimates and assumptions.
- ii. Quantitative disclosures of fair value measurement hierarchy.
- iii. Investment in unquoted equity shares (discontinued operations).
- iv. Financial instruments (including those carried at amortized cost).

X. Earnings Per Share

Basic earnings per share is computed and disclosed by dividing the net profit after tax by using the weighted average number of common shares outstanding during the year. Dilutive earning per share is computed and disclosed using the weighted average number of common and dilutive common equivalent shares outstanding during the year, except when the results would be anti-dilutive.

Y. Exceptional items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the company is such that its disclosure improves the understanding of the performance of the company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

Z. Rounding off

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakhs as per the requirements of Schedule III, unless otherwise stated.

• Recent accounting pronouncements

Recent pronouncements Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

Ind AS 1 – Presentation of Financial Statements The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Group does not expect this amendment to have any significant impact in its financial statements.



Ind AS 12 – Income Taxes The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Group is evaluating the impact, if any, in its financial statements.

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.

The Group does not expect this amendment to have any significant impact in its financial statements.

- **Other Statutory Information:**

1. **Details of Benami Property:** The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
2. **Details of Charges:** The Company does not have any charges for satisfaction which is yet to be registered with ROC beyond the statutory period.
3. **Details of crypto currency or virtual currency:** The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
4. **Utilization of borrowed funds and share premium:**

The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
5. **Undisclosed income:** The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
 6. **Willful Defaulter:** The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
 7. **Compliance with number of layers of companies:** As the company has no holding or subsidiary company, requirement with respect to number of layers prescribed under clause 87 of sub section 2 of the Companies Act, 2013 read with companies (restriction on number of layers) rules, 2017 is not applicable.



8. **Valuation of PP&E, intangible asset and investment property:** The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.
9. **Compliance with approved scheme(s) of arrangements:** The Company has not entered into any scheme of arrangement which has an accounting impact on current

The accompanying notes are an integral part of the Standalone financial statements.

As per our attached report of even date

<i>For Nahta Jain and Associates</i>		<i>For and on behalf of the Board of Directors</i>	
<i>Chartered Accountants</i>		<i>SHREE BHAVYA FABRICS LIMITED</i>	
<i>Firm Regn. No. 106801W</i>			
		<i>Sd/-</i>	<i>Sd/-</i>
		<i>Purushottam Agarwal</i>	<i>Rohit Periwal</i>
		<i>(Managing Director)</i>	<i>(Director)</i>
		<i>(DIN-00396869)</i>	<i>(DIN-09168445)</i>
<i>Sd/-</i>			
<i>(CA. Gaurav Nahta)</i>			
<i>Partner</i>		<i>Sd/-</i>	<i>Sd/-</i>
<i>M. No. 116735</i>		<i>Kishan Yadav</i>	<i>Chetan Jain</i>
<i>Place : Ahmedabad</i>		<i>(Director & Chief Financial Officer)</i>	<i>(Company Secretary)</i>
<i>Date : 30/05/2024</i>		<i>(DIN: 02845697)</i>	
<i>UDIN: 25116735BMJEPR5023</i>			



SHREE BHAVYA FABRICS LIMITED

CIN: L17119GJ1988PLC011120

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

Phone: 079-22133383 **Email:** csjd7bhavyafabrics@gmail.com

Website: www.shreebhavyafabrics.com

ATTENDANCE SLIP

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

37TH ANNUAL GENERAL MEETING

Registered Folio No.: _____

DP ID No.*: _____

No. of Shares held: _____

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 the **37TH Annual General Meeting** of the Company held on **Tuesday, 30th September, 2025** at 11:00 A.M. at 252, New Cloth Market, O/S. Raipur Gate, Ahmedabad – 380 002.

Member's/ Proxy's Signature



SHREE BHAVYA FABRICS LIMITED

CIN: L17119GJ1988PLC011120

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

Phone: 079-22133383 **Email:** csjd7bhavyafabrics@gmail.com

Website: www.shreebhavyafabrics.com

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)

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:

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 **37TH Annual General Meeting** of the Company, to be held on **Tuesday, 30th September, 2025 at 11:00 A.M.** at the 252, New Cloth Market, O/S. Raipur Gate, Ahmedabad – 380 002 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

S.N.	ORDINARY BUSINESS AND SPECIAL BUSINESS	For	Against
1.	ADOPTION OF FINANCIAL STATEMENTS, BOARD'S REPORT AND INDEPENDENT AUDITOR'S REPORT FOR THE FINANCIAL YEAR 2024-25:		
2.	RE-APPOINTMENT OF MR. KISHAN MADALAL YADAV (DIN: 02845697) AS A DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:		
3.	RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR 2025-26.		
4.	APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH ANUNAY FAB LIMITED AND BALHANUMAN FABRICS LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:		
5.	APPOINTMENT OF M/S SHAH & SHAH ASSOCIATES, COMPANY SECRETARIES IN PRACTICE, AHMEDABAD, AS A SECRETARIAL AUDITOR OF THE COMPANY FOR THE PERIOD OF FIVE YEARS.		

Signed this _____ day of _____, 2025

Affix
Re.1
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.



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.