



# SHREE BHAVYA FABRICS LIMITED

Corporate Office :- 252, New Cloth Market, Ahmedabad-380 002. Ph.: 079-22172949 Telefax:22133383  
CIN:L17119GJ1988PLC011120 Web Site : [www.shreebhavyafabrics.com](http://www.shreebhavyafabrics.com)

Date: 05.09.2026

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai, Maharashtra - 400001.

Script Code: 521131

Trading Symbol: SBFL

Dear Sir/Madam,

**Sub:** Notice of 38<sup>th</sup> Annual General Meeting and Annual Report for the Financial Year 2025-26.

The Company informed that the 38<sup>th</sup> Annual General Meeting ("AGM") of the Company is scheduled to be held on Wednesday, 30<sup>th</sup> September, 2026, at 11.00 a.m. at 252, New Cloth Market, O/s Raipur Gate, Ahmedabad-380002, in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India ("SEBI").

In terms of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the financial year 2025-26 and the Notice of the 38<sup>th</sup> AGM, which is being sent through electronic mode to those members whose e-mail addresses are registered with the Registrar & Share Transfer Agent / Depository Participants.

The Annual Report is being sent through electronic mode to all those members whose Email id is registered with the Company/Company's Registrar and Transfer Agent ("RTA")/Depository Participant(s) ("DP") and dispatched/ sent by permitted mode(s) to the members whose email ids are not registered with Company/ DP/ RTA and it can also be accessed at the website of the Company at [www.shreebhavyafabrics.com](http://www.shreebhavyafabrics.com).

Other relevant details with regard to the 38<sup>th</sup> AGM are as follows:

|                                                                                                                                                                                          |                                                                                                                                                                                    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Cut-off date for determining the eligibility of shareholders for remote e-voting or voting during the AGM                                                                                | Wednesday, 23 <sup>rd</sup> September, 2026                                                                                                                                        |
| Closure of Register of Members & Share Transfer Books                                                                                                                                    | From Thursday, 24 <sup>th</sup> September, 2026 till Wednesday, 30 <sup>th</sup> September, 2026 (both days inclusive) for the purpose of 38 <sup>th</sup> Annual General Meeting. |
| Period of Remote e-voting to enable the shareholders as on the cut-off date i.e., Wednesday, 23 <sup>rd</sup> September, 2026 to cast their votes on proposed resolutions electronically | The remote e-voting period shall commence on Sunday, 27 <sup>th</sup> September, 2026 at 09:00 A.M. and shall end on Tuesday, 29 <sup>th</sup> September, 2026 at 05:00 P.M.       |

You are requested to please take on record our above said information for your reference.

Thanking You,  
Yours Faithfully,  
FOR SHREE BHAVYA FABRICS LIMITED

PURUSHOTTAM RADHESHYAM AGARWAL  
MANAGING DIRECTOR  
DIN: 00396869



**38<sup>th</sup>**  
**Annual Report**  
**2025 - 2026**



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



**BOARD OF DIRECTORS**

**Mr. Purushottam R. Agarwal**  
Chairman and Managing Director

**Mr. Kishan M. Yadav**  
Director

**Mr. Rameshkumar P. Agarwal**  
Independent Director

**Mr. Rohit Sunil Periwal**  
Independent Director

**Ms. Yashree Dixit**  
Independent Director

**KEY MANAGERIAL PERSONNEL**

**Mr. Chetan Dilipkumar Jain**  
Company Secretary & Compliance  
Officer (up to 29.11.2025)

**Mrs. Hemangi Akshaykumar Vasoya**  
Company Secretary & Compliance  
Officer (Appointed w.e.f 21.02.2026)

**Mr. Kishan M. Yadav**  
Chief Financial Officer

**BANKERS**

Bank of Baroda  
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. Shah & Shah Associates**  
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](http://www.shreebhavyafabrics.com)

**NOTICE OF 38<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 38<sup>th</sup> Annual General Meeting of the Members of Shree Bhavya Fabrics Limited will be held on **Wednesday, the 30<sup>th</sup> day of September 2026 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 2025-26:**

To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31<sup>st</sup>, 2026, 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 31<sup>st</sup> March 2026 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. PURUSHOTTAM RADHESHYAM AGARWAL (DIN: 00396869) 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. Purushottam Radheshyam Agarwal, Director [DIN: 00396869], 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: RE-APPOINTMENT OF MR. PURUSHOTTAM RADHESHYAM AGARWAL (DIN: 00396869) AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Purushottam Radheshyam Agarwal (DIN: 00396869) as Chairman & Managing Director of the Company, for a further period of five years with effect from 1<sup>st</sup> January, 2027 to 31<sup>st</sup> December, 2031, on the remuneration and other terms and conditions as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board of



Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof) to alter and vary the terms and conditions of the said re-appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Purushottam Radheshyam Agarwal, the remuneration payable to him shall be governed by the applicable provisions of Schedule V to the Companies Act, 2013, and such remuneration shall be paid as minimum remuneration.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, expedient or desirable to give effect to this resolution.”

**ITEM NO.4: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR 2026-27.**

**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 appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2026-27, 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.”

**PLACE: AHMEDABAD**

**DATE: 03-09-2026**

**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.  
CIN: L17119GJ1988PLC011120**

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



**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 2025-26 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 2025-26 will also be available on the Company's website [www.shreebhavyafabrics.com](http://www.shreebhavyafabrics.com); and websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://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](mailto: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.2025-2026, 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, 2026 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 **Thursday, 24<sup>th</sup> September, 2026 till Wednesday, 30<sup>th</sup> September, 2026 (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. **30<sup>th</sup> September 2026**. Members seeking to inspect such documents can send an e-mail to Company: [csjd7bhavyafabrics@gmail.com](mailto: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](mailto:bssahd@bigshareonline.com) to update their Email Ids or to the company at [csjd7bhavyafabrics@gmail.com](mailto: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](mailto: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](mailto: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 Ben pose date i.e. **Friday, 28<sup>th</sup> August, 2026** will receive Annual Report for the financial year 2025-26.
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](http://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](http://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 **Sunday, 27<sup>th</sup> September 2026 at 9:00 a.m. and will end on Tuesday, 29<sup>th</sup> September 2026 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. **Wednesday, 23<sup>rd</sup> September, 2026** 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 **Wednesday, 23<sup>rd</sup> September, 2026**.
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. | <ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol> |



|  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | <p>name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div><p><b>NSDL Mobile App is available on</b></p><div> App Store</div><div> Google Play</div></div> <div></div> |
|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|



|                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|--------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 above mentioned 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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<br>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<br>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<br>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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 shareholder**

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](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Pallavi Mahtre, Assistant Manager at [evoting@nsdl.com](mailto: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](mailto: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:**

|                                             |                                                                                                                                                                                                                                            |
|---------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Company</b>                              | <b>Shree Bhavya Fabrics Limited</b><br>Survey No. 170, Pirana Road, Piplej, Ahmedabad – 382405<br>Email Id: csjd7bhavyafabrics@gmail.com                                                                                                   |
| <b>Registrar &amp; Share Transfer Agent</b> | <b>Bigshare Services Private Limited</b><br>303, Sun Square Complex, Off C.G. Road, Navrangpura, Near Girish Cold Drinks Ahmedabad-380009.<br>Ph. No.: 079-49196459<br>Email: bssahd@bigshareonline.com<br>Website: www.bigshareonline.com |
| <b>E-Voting Agency</b>                      | <b>National Services Depository Limited</b><br>E-mail ID: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a><br>Phone: 022 - 4886 7000                                                                                                 |
| <b>Scrutinizer</b>                          | <b>M/s. Mukesh H. Shah &amp; Co.</b><br>Practicing Company Secretary<br>E-Mail id: mukeshshahcs@gmail.com                                                                                                                                  |



## 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 : RE-APPOINTMENT OF MR. PURUSHOTTAM RADHESHYAM AGARWAL (DIN: 00396869) AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY:**

Mr. Purushottam Radheshyam Agarwal (DIN: 00396869) is the Promoter, Chairman and Managing Director of the Company. His current term as Managing Director expires on 31<sup>st</sup> December, 2026.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 14<sup>th</sup> August, 2026, approved the re-appointment of Mr. Agarwal as Chairman & Managing Director of the Company for a further period of five years with effect from 1<sup>st</sup> January, 2027 to 31<sup>st</sup> December, 2031, subject to the approval of the shareholders at this Annual General Meeting. Mr. Purushottam Radheshyam Agarwal also retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013, and being eligible, has offered himself for re-appointment as a Director of the Company.

Mr. Purushottam Radheshyam Agarwal, aged 59 years, is a Graduate and has over 34 years of experience in Management, Finance and the Textile Industry. He has been instrumental in the Company's growth and success and possesses excellent grasp and thorough knowledge of the industry.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved payment of remuneration of Rs 36,00,000/- (Rupees Thirty-Six Lakhs only) per annum to Mr. Agarwal for his re-appointment as Chairman & Managing Director for the period from 1<sup>st</sup> January, 2027 to 31<sup>st</sup> December, 2031, subject to the ceilings prescribed under Section 197 read with Schedule V of the Companies Act, 2013, as may be applicable. Remuneration Rs. 36,00,000/- (Rupees Thirty-Six Lakhs only) per annum was drawn by Mr. Purushottam Radheshyam Agarwal during the financial year 2025-26.

Mr. Purushottam Radheshyam Agarwal is not debarred from holding the office of director by virtue of any Order passed by the Securities and Exchange Board of India (SEBI) or any other such authority.

The disclosures as required under Secretarial Standard-2 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the Annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Purushottam Radheshyam Agarwal, being an appointee, and his relatives, are in any way concerned or interested, financially or otherwise.

The Board recommends the Special Resolution set out at Item Nos. 3 for approval by the members.

### **ITEM NO. 4 : RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR 2026-27**

The Board of Directors of the Company at its meeting held as on 29<sup>th</sup> May 2026 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 2026-27 on a remuneration of Rs. 85,000 (Rupees Eighty-Five Thousand Only) 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2026-27

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. 4 of the Notice for approval by the members.

**PLACE: AHMEDABAD**

**DATE: 03-09-2026**

**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.**

**CIN: L17119GJ1988PLC011120**

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

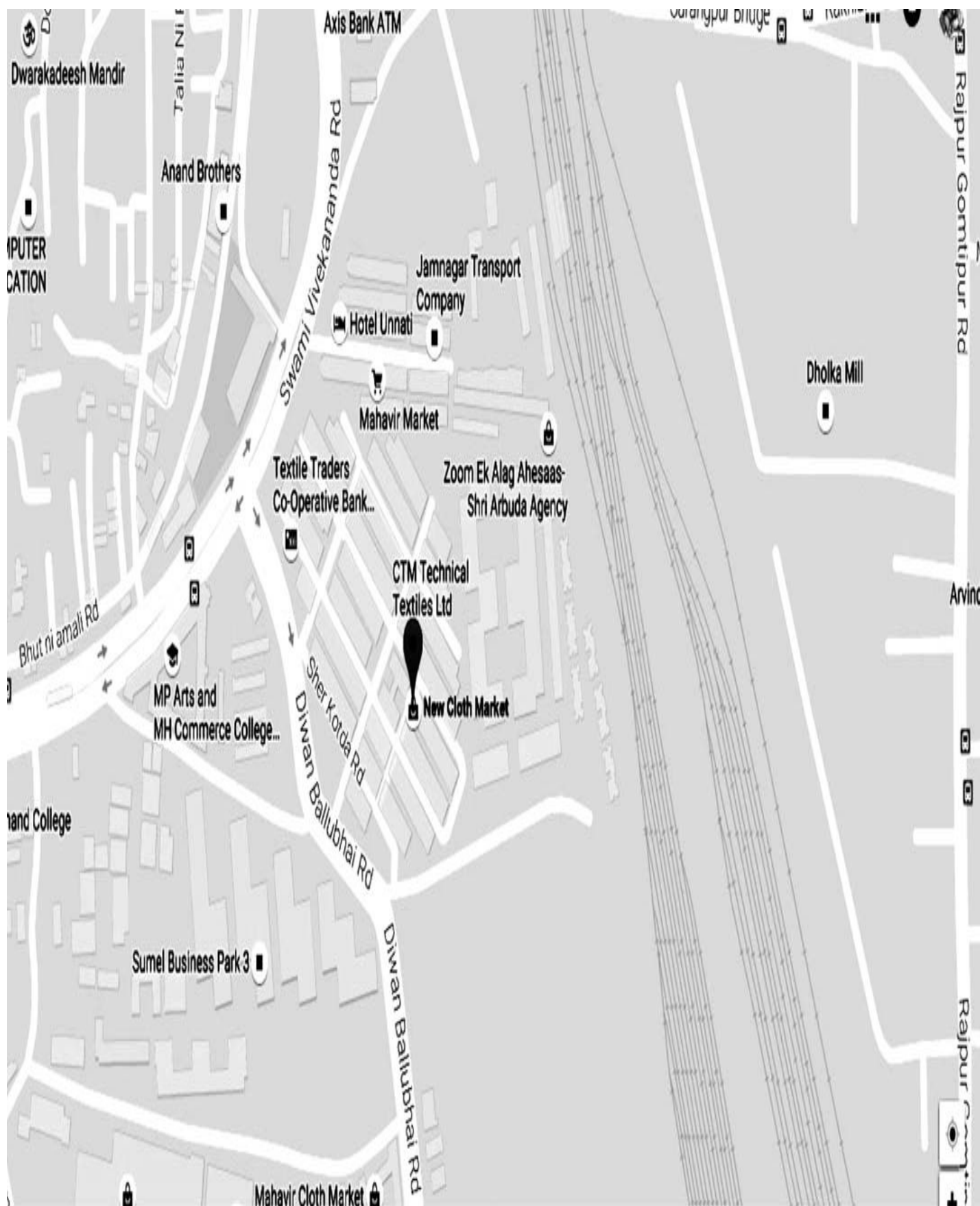
**ANNEXURE-1 TO THE NOTICE**

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 **Wednesday, the 30<sup>th</sup> day of September 2026** 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. Purushottam Radheshyam Agarwal                                                                                                                                                                                                                                                                                                    |
| Directors Identification Number [DIN]                                                                                                    | 00396869                                                                                                                                                                                                                                                                                                                              |
| Date of Birth                                                                                                                            | 18/05/1967                                                                                                                                                                                                                                                                                                                            |
| Age                                                                                                                                      | 59 Years                                                                                                                                                                                                                                                                                                                              |
| Date of appointment on the Board                                                                                                         | 03/01/1995                                                                                                                                                                                                                                                                                                                            |
| Qualifications                                                                                                                           | Graduate                                                                                                                                                                                                                                                                                                                              |
| Expertise in Specific Area                                                                                                               | He has been instrumental in the Company's growth and success. He possesses an excellent grasp and thorough knowledge of the industry, backed by over 34 years of experience in Management, Finance and the Textile Industry.                                                                                                          |
| Directorships held in other Companies/LLPs                                                                                               | 1. Anunay Fab Limited<br>2. Ashtasidhhi Industries Limited<br>3. Aditya Infraestate Private Limited<br>4. Shreesh International LLP<br>5. Shreesh Infrastructure LLP                                                                                                                                                                  |
| Memberships/ Chairmanships of Committee of other public companies (includes only Audit Committee & Stakeholders' Relationship Committee) | NIL                                                                                                                                                                                                                                                                                                                                   |
| Number of shares held in the Company                                                                                                     | 18,07,581 equity shares                                                                                                                                                                                                                                                                                                               |
| Relationship with other director                                                                                                         | No Relation                                                                                                                                                                                                                                                                                                                           |
| Relationship with Key Managerial Personnel                                                                                               | None                                                                                                                                                                                                                                                                                                                                  |
| No. of Board Meeting attended during the FY 2025-26                                                                                      | 9                                                                                                                                                                                                                                                                                                                                     |
| Resigned From Any Listed Company in Past Three Years                                                                                     | No                                                                                                                                                                                                                                                                                                                                    |
| Terms and conditions of appointment and Re-appointment                                                                                   | (i) Retires by rotation under Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment as Director; and<br>(ii) Re-appointment as Chairman & Managing Director for a further period of five years w.e.f. 1st January, 2027 to 31st December, 2031, on remuneration and terms as set out above |
| Details of Remuneration last drawn (2025-26)                                                                                             | Rs. 36,00,000/- per annum                                                                                                                                                                                                                                                                                                             |
| Remuneration proposed to be paid                                                                                                         | Rs. 36,00,000/- per annum                                                                                                                                                                                                                                                                                                             |



## ROUTE MAP OF 38<sup>TH</sup> ANNUAL GENERAL MEETING



**DIRECTORS' REPORT**

To the Members,

Your directors have great pleasure in presenting the 38<sup>th</sup> Annual Report together with the Audited statements of Accounts of your Company for the financial year ended on 31<sup>st</sup> March, 2026.

➤ **FINANCIAL SUMMARY:**

The Highlights of the financial performance of the Company during the period ended March 31<sup>st</sup>, 2026:

(Amount in Rs.)

| Particulars                                                        | Financial Year<br>2025-26 | Financial Year<br>2024-25 |
|--------------------------------------------------------------------|---------------------------|---------------------------|
| Revenue from operations                                            | 1628638324                | 1846763471                |
| Other income                                                       | 2580419                   | 3729375                   |
| <b>Total Revenue</b>                                               | <b>1631218743</b>         | <b>1850492846</b>         |
| <b>Expenses</b>                                                    |                           |                           |
| a) Cost of Material Consumed                                       | 713718951                 | 932598070                 |
| b) Purchase of stock in trade                                      | 7434779                   | 15357023                  |
| c) Changes in inventory of finished goods, stock in trade and WIP  | 5181061                   | (64507174)                |
| d) Employee benefits expense                                       | 71474167                  | 69986417                  |
| e) Finance costs                                                   | 66198542                  | 71480614                  |
| f) Depreciation and amortization expense                           | 9786741                   | 10885001                  |
| g) Other expenses                                                  | 729413410                 | 784635623                 |
| <b>Total Expenses</b>                                              | <b>1603207651</b>         | <b>1820435574</b>         |
| <b>Profit/ (Loss) before tax</b>                                   | <b>28011092</b>           | <b>30057272</b>           |
| <b>Tax expense:</b>                                                |                           |                           |
| (a) Current tax expense                                            | 6850000                   | 6000000                   |
| (b) Tax charge relating to earlier periods                         | 287428                    | (238894)                  |
| (c) Deferred tax                                                   | (1926490)                 | 388400                    |
| Total Tax Expenses                                                 | 5210938                   | 6149506                   |
| <b>Profit / (Loss) for the year</b>                                | <b>22800154</b>           | <b>23907766</b>           |
| <b>Earnings per share (face value Rs.10/-) Basic &amp; Diluted</b> | <b>2.40</b>               | <b>2.52</b>               |

➤ **OPERATIONS REVIEW:**

The Company's total revenue from operations during the financial year ended 31<sup>st</sup> March 2026 were Rs. 1631218743/- as against Rs. 1850492846/- of the previous year representing decrease of approximately about Rs. 219274103/- over the corresponding period of the previous year with total expenses of Rs. 1603207651/- (previous year of Rs. 1820435574/-)

The Company has made Net Profit of Rs. 22800154/- as against Rs. 23907766/- of the previous year. The EPS of the Company for the year 2025-26 is Rs. 2.40.

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. 443687/- (previous year of Rs. 4419022/-).

➤ **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 31<sup>st</sup> March, 2026 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:**

There was no change in the constitution of the Board of Directors of the Company during the year under review.

**ii. Key Managerial Personnel (KMP):**

During the year under review, the following changes took place in the Key Managerial Personnel of the Company:

- Mr. Chetan Dilipkumar Jain resigned/ceased to be the Company Secretary & Compliance Officer of the Company with effect from 29.11.2025. The Board places on record its appreciation for the valuable services rendered by him during his tenure.
- Mrs. Hemangi Akshaykumar Vasoya was appointed as the Company Secretary & Compliance Officer of the Company with effect from 21.02.2026.

Pursuant to Section 203 of the Companies Act, 2013, the following are the Key Managerial Personnel of the Company:

| <b>Name</b>                        | <b>Designation</b>                     |
|------------------------------------|----------------------------------------|
| Mr. Chetan Dilipkumar Jain#        | Company Secretary & Compliance Officer |
| Mrs. Hemangi Akshaykumar Vasoya*   | Company Secretary & Compliance Officer |
| Mr. Purushottam Radheshyam Agarwal | Managing Director                      |
| Mr. Kishan Madanlal Yadav          | Chief Financial Officer                |

#resigned-29.11.2025

\*Appointed-21.02.2026



**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. Purushottam Radheshyam Agarwal, Director [DIN: 00396869] 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. Purushottam Radheshyam Agarwal, Director [DIN: 00396869] as Director of the Company liable to retire by rotation. Brief profiles of aforesaid director are given in the Annual Report.

**iv. Re-appointment of Managing Director:**

Mr. Purushottam Radheshyam Agarwal (DIN: 00396869) is the Promoter, Chairman and Managing Director of the Company. His current term as Managing Director expires on 31<sup>st</sup> December, 2026.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 14<sup>th</sup> August, 2026, approved the re-appointment of Mr. Purushottam Radheshyam Agarwal as Chairman & Managing Director of the Company for a further period of five years with effect from 1<sup>st</sup> January, 2027 to 31<sup>st</sup> December, 2031, subject to the approval of the shareholders at this Annual General Meeting.

The Board recommends his re-appointment as Chairman & Managing Director, for the approval of the members. The requisite resolution(s) along with the explanatory statement pursuant to Section 102 of the Companies Act, 2013, forms part of the Notice convening the Annual General Meeting.

**v. 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](http://www.shreebhavyafabrics.com)

**vi. 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 Eighth Annual General Meeting.

**vii. 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 31<sup>st</sup> March, 2026, 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 31<sup>st</sup> March, 2026 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 is 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](http://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.     | 01.04.2025              |
| 02.     | 28.05.2025              |
| 03.     | 14.08.2025              |
| 04.     | 22.09.2025              |
| 05.     | 13.10.2025              |
| 06.     | 14.11.2025              |
| 07.     | 15.12.2025              |
| 08.     | 11.02.2025              |
| 09.     | 21.02.2026              |

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 2025-26 (Rs.)  | FY 2024-25 (Rs.) |                                                   |                                                  |
| Mr. Purushottam R. Agarwal                          | Managing Director (MD)        | 36,00,000         | 36,02,400        | 0                                                 | 1 : 7.30                                         |
| Mr. Chetan Jain (upto: 29.11.2025)                  | Company Secretary (CS)        | 5,67,100          | 6,99,900         | 0                                                 | 1 : 1.15                                         |
| Mr. Kishan M. Yadav                                 | Chief Financial Officer (CFO) | 0                 | 0                | 0                                                 | -                                                |
| Mrs. Hemangi Akshaykumar Vasoya (w.e.f. 21.02.2026) | Company Secretary (CS)        | 26,900            | 0                | 0                                                 | 1:0.05                                           |

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 138 as on 31<sup>st</sup> March, 2026.

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 34<sup>th</sup> Annual General Meeting held on September 27<sup>th</sup>, 2022, for a term of five (5) consecutive financial years from the conclusion of the 34<sup>th</sup> Annual General Meeting till the conclusion of 39<sup>th</sup> 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 31<sup>st</sup>, 2026. 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 31<sup>st</sup> March, 2026 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 2025-26. 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, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Shah & Shah Associates, a firm of Company Secretaries in Practice, to undertake the Secretarial Audit of the Company for a term of five (5) consecutive financial years, commencing from the Financial Year 2025-26 and ending with the Financial Year 2029-30.

The Secretarial Audit Report issued by them for the financial year ended March 31<sup>st</sup>, 2026, 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 2025-26, on the remuneration terms as approved by the members at the last Annual General Meeting held on 30<sup>th</sup> September 2025.

The Board has re-appointed M/s Kiran J. Mehta & Co., Cost Accountants, Ahmedabad for the Financial Year 2026-27 as a Cost Auditor of the Company in the Board meeting held on 29<sup>th</sup> May, 2026, 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 38<sup>th</sup> 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 2025-26 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](http://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:

- Mr. Rohit Sunil Periwal
- Mr. Rameshkumar Parmeshwarilal Agarwal
- Mrs. Yashree Kaushalbhay 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 31<sup>st</sup> March 2026 in Form MGT-7 will be uploaded on website of the Company and can be accessed at [www.shreebhavyafabrics.com](http://www.shreebhavyafabrics.com).

➤ **SHARE CAPITAL:**

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

The Authorized Share Capital of the Company as at 31<sup>st</sup> March, 2026 stood at Rs.10,00,00,000/- and the Paid-up Equity Share Capital of the Company as at 31<sup>st</sup> March, 2026 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 31<sup>st</sup> March, 2026 and the date of Director's Report i.e. 03.09.2026.

➤ **SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE:**

The Company has zero tolerance towards sexual harassment of women at workplace and values the dignity of individuals and is committed to provide an environment, which is free of discrimination, intimidation and abuse.

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and rules made there under, the Company has adopted a Prevention of Sexual Harassment of Women at Workplace Policy to ensure healthy working environment for women without fear of prejudice, gender bias and sexual harassment and the Company is complying with the applicable provisions of the POSH Act.

In terms of the provisions of the POSH Act and rules made thereunder, the Company constituted an Internal Complaints Committee to redress the complaints received regarding sexual harassment.

|                                                                    |   |
|--------------------------------------------------------------------|---|
| Number of Complaints of Sexual Harassment Received During the Year | 0 |
| Number of complaints disposed off during the year                  | 0 |
| Number of Cases Pending for More than Ninety Days                  | 0 |

➤ **MATERNITY BENEFIT PROVIDED BY THE COMPANY UNDER MATERNITY BENEFIT ACT 1961:**

The Company confirms that it has complied with all provisions of the Maternity Benefit Act, 1961, as applicable. The Company is committed to maintaining a safe, inclusive, and non-discriminatory workplace and affirms its adherence to all statutory obligations relating to maternity protection

➤ **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](http://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:

- a. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
- b. Issue of Equity Shares with differential rights as to dividend, voting or otherwise.
- c. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS.
- d. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- e. 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: 03-09-2026**

**Registered Office:**

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

**CIN: L17119GJ1988PLC011120**

**BY ORDER OF THE BOARD OF DIRECTORS  
OF SHREE BHAVYA FABRICS LIMITED  
SD/-**

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

**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 | 2025-26  | 2024-25   |
|-------------------------------------|----------|-----------|
| a) Foreign exchange earnings        | 4,43,687 | 44,19,022 |
| b) CIF Value of imports             | -        | -         |
| c) Expenditure in foreign currency  | -        | -         |

PLACE: AHMEDABAD

DATE: 03-09-2026

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.

CIN: L17119GJ1988PLC011120

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



## **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 behavior in all spheres of its operations. Your Company continuously endeavors 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, 2026, 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 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 2025-26 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 2025-26:**

| Name of the Director, their Designation & (DIN) | Category of Director                           | Directorship in other listed and unlisted company(ies) as on 31-03-2026 | Number of Committee positions held in other Public Companies (Listed) | No. of Shares held & % holding (of the Company) (As on March 31, 2026) |
|-------------------------------------------------|------------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------|------------------------------------------------------------------------|
| Purushottam R. Agarwal (00396869)               | Executive Director                             | 03                                                                      | -                                                                     | 18,07,581                                                              |
| Kishan M. Yadav (02845697)                      | Executive Director and Chief Financial Officer | -                                                                       | -                                                                     | -                                                                      |
| Ramesh P. Agarwal (07706882)                    | Non-Executive & Independent Director           | -                                                                       | -                                                                     | -                                                                      |
| Rohit Sunil Periwal (09168445)                  | Non-Executive & Independent Director           | 2                                                                       | 1                                                                     | -                                                                      |
| Yashree Kaushalkumar Dixit (07775794)           | Non-Executive & Independent Director           | 4                                                                       | 2                                                                     | -                                                                      |

\*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.     | 01.04.2025              |
| 02.     | 28.05.2025              |
| 03.     | 14.08.2025              |
| 04.     | 22.09.2025              |
| 05.     | 13.10.2025              |
| 06.     | 14.11.2025              |
| 07.     | 15.12.2025              |
| 08.     | 11.02.2026              |
| 09.     | 21.02.2026              |

**Attendance record of Directors attending the Board meetings and Annual General Meetings during the year 2025-26:**

| Name of the Director                              | Category                                       | No. of Board Meeting Held and attended |          |
|---------------------------------------------------|------------------------------------------------|----------------------------------------|----------|
|                                                   |                                                | Held                                   | Attended |
| Purushottam R. Agarwal<br>(DIN: 00396869)         | Managing Director and Chairman                 | 9                                      | 9        |
| Kishan M. Yadav<br>(DIN: 02845697)                | Executive Director and Chief Financial Officer | 9                                      | 9        |
| Mr. Ramesh P. Agarwal<br>(DIN: 07706882)          | Non-Executive & Independent Director           | 9                                      | 9        |
| Mr. Rohit Sunil Periwal<br>(DIN: 09168445)        | Non-Executive & Independent Director           | 9                                      | 9        |
| Ms. Yashree Kaushalkumar Dixit<br>(DIN: 07775794) | Non-Executive & Independent Director           | 9                                      | 9        |

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 **13.02.2026** for the financial year 2025-26 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 Tuesday, 30<sup>th</sup> September 2025 at the 252, New Cloth Market Opp. Raipur Gate, Ahmedabad-380002

**Attendance record of Directors attending the 37<sup>th</sup> Annual General Meetings during the year 2025-26:**

| Name of the Director                              | Category                                       | Annual General Meeting Held and attended |          |
|---------------------------------------------------|------------------------------------------------|------------------------------------------|----------|
|                                                   |                                                | Held                                     | Attended |
| Purushottam R. Agarwal<br>(DIN: 00396869)         | Managing Director and Chairman                 | 1                                        | 1        |
| Kishan M. Yadav<br>(DIN: 02845697)                | Executive Director and Chief Financial Officer | 1                                        | 1        |
| Mr. Ramesh P. Agarwal<br>(DIN: 07706882)          | Non-Executive & Independent Director           | 1                                        | 1        |
| Mr. Rohit Sunil Periwal<br>(DIN: 09168445)        | Non-Executive & Independent Director           | 1                                        | 1        |
| Ms. Yashree Kaushalkumar Dixit<br>(DIN: 07775794) | Non-Executive & Independent Director           | 1                                        | 0        |

**(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 31<sup>st</sup> March, 2026 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 Directors the financial statement for the financial year ended 31<sup>st</sup> March, 2026.

**(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 of the Audit Committee was present at the last Annual General Meeting of the Company.

During the year the Audit Committee met **5 times 28.05.2025, 14.08.2025, 22.09.2025, 14.11.2025 and 11.02.2026** attendance of the members as under:

| Name of the Director  | Designation | Category                             | No. of Meeting attended |          |
|-----------------------|-------------|--------------------------------------|-------------------------|----------|
|                       |             |                                      | Held                    | Attended |
| Mr. Rohit Periwal     | Chairman    | Non-Executive & Independent Director | 5                       | 5        |
| Mr. Ramesh P. Agarwal | Member      | Non-Executive & Independent Director | 5                       | 5        |
| Ms. Yashree Dixit     | Member      | Non-Executive & Independent Director | 5                       | 5        |

**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 **4 times 28.05.2025, 14.08.2025, 14.11.2025, and 24.02.2025** attendance of the members as under:

| Name of the Director  | Designation | Category                             | No. of Meeting attended |          |
|-----------------------|-------------|--------------------------------------|-------------------------|----------|
|                       |             |                                      | Held                    | Attended |
| Mr. Rohit Periwal     | Chairman    | Non-Executive & Independent Director | 4                       | 4        |
| Mr. Ramesh P. Agarwal | Member      | Non-Executive & Independent Director | 4                       | 4        |
| Ms. Yashree Dixit     | Member      | Non-Executive & Independent Director | 4                       | 4        |

**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
- 2) Number of shareholders' complaints received: During the year 2025-26, 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: 4 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 28.05.2025, 14.08.2025, 14.11.2025, 15.12.2025 and 21.02.2026**. 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. Rohit Periwal     | Chairman    | Non-Executive & Independent Director | 5                       | 5        |
| Mr. Ramesh P. Agarwal | Member      | Non-Executive & Independent Director | 5                       | 5        |
| Ms. Yashree Dixit     | Member      | Non-Executive & Independent Director | 5                       | 5        |

**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 thereport 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 2025-26 to all the Directors are as follows.

(Amount in Rs.)

| Name of Director           | Status<br>Category | Sitting Fees |    |     |     |     | Remuneration<br>Fixed Salary | Total   |
|----------------------------|--------------------|--------------|----|-----|-----|-----|------------------------------|---------|
|                            |                    | BM           | AC | SRC | NRC | IDM |                              |         |
| Mr. Purushottam R. Agarwal | ED                 | -            | -  | -   | -   | -   | 3600000                      | 3600000 |
| Mr. Kishan M. Yadav        | ED                 | -            | -  | -   | -   | -   | -                            | -       |
| Mr. Ramesh Agarwal         | ID&NED             | -            | -  | -   | -   | -   | -                            | -       |
| Mr. Rohit Periwal          | ID&NED             | 41666        | -  | -   | -   | -   | -                            | 41666   |
| Ms. Yashree Dixit          | ID&NED             | 40000        | -  | -   | -   | -   | -                            | 40000   |
| Total                      |                    | 81666        | -  | -   | -   | -   | 3600000                      | 3681666 |

**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. |
|----------------|------------------|-------------------------------------------------------------|------------|-----------------|
| 2024-25        | 37 <sup>th</sup> | 252, New Cloth Market, O/s. Raipur Gate, Ahmedabad – 380002 | 30.09.2025 | 11.00AM.        |
| 2023-24        | 36 <sup>th</sup> | 252, New Cloth Market, O/s. Raipur Gate, Ahmedabad – 380002 | 30.09.2024 | 11.00 A.M       |
| 2022-23        | 35 <sup>th</sup> | 252, New Cloth Market, O/s. Raipur Gate, Ahmedabad – 380002 | 25.09.2023 | 11.00 A.M.      |

No Extra-Ordinary General Meeting was held during the financial year 2025-26.

**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       |
|---------------|----------------------------------------------------------------------------------------------------------------------------------|------------|
| 2024-25 (AGM) | -                                                                                                                                | 30.09.2025 |
| 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                                                                         | 25.09.2023 |



|  |                                    |  |
|--|------------------------------------|--|
|  | Section 188 of Companies Act, 2013 |  |
|--|------------------------------------|--|

**C. Postal Ballot:**

During the financial year 2025-26, no resolution was passed by the Company through postal ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing of a resolution through postal ballot.

**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 <sup>th</sup> June, 2025                                        | 45 days from end of Quarter 30 <sup>th</sup> June, 2025                           |
| 30 <sup>th</sup> September, 2025                                   | 45 days from end of Quarter 30 <sup>th</sup> September, 2025                      |
| 31 <sup>st</sup> December, 2025                                    | 45 days from end of Quarter 31 <sup>st</sup> December, 2025                       |
| Audited Results for the year ended on 31 <sup>st</sup> March, 2026 | 60 days from end of Financial Year (i.e. on or before 30 <sup>th</sup> May, 2026) |

**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 <sup>th</sup> August, 1988                                          |
| Financial year                       | 01.04.2025 to 31.03.2026                                               |
| Day, date and time of AGM            | Wednesday, 30 <sup>th</sup> September, 2026 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                | 24.09.2026 to 30.09.2026 (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, 2025     | 27.86           | 22.62          |
| May, 2025       | 28.94           | 23.11          |
| June, 2025      | 27.90           | 23.75          |
| July, 2025      | 31.57           | 24.21          |
| August, 2025    | 33.55           | 26.06          |
| September, 2025 | 33.44           | 26.00          |
| October, 2025   | 32.93           | 26.25          |
| November, 2025  | 30.00           | 25.00          |
| December, 2025  | 28.00           | 22.25          |
| January, 2026   | 29.97           | 23.50          |
| February, 2026  | 29.68           | 23.69          |
| March, 2026     | 27.83           | 22.00          |

**d) SHAREHOLDING PROFILE:**

| Mode of Holding | As on 31 <sup>st</sup> March, 2026 |                  |             | As on 31 <sup>st</sup> March, 2025 |                  |             |
|-----------------|------------------------------------|------------------|-------------|------------------------------------|------------------|-------------|
|                 | No. of holders                     | No. of Shares    | % to Equity | No. of holders                     | No. of Shares    | % to Equity |
| Demat           | 2139                               | 86,55,680        | 91.11%      | 2276                               | 86,44,880        | 91.00%      |
| Physical        | 1562                               | 8,44,320         | 8.89%       | 1566                               | 8,55,120         | 9.00%       |
| <b>Total</b>    | <b>3,701</b>                       | <b>95,00,000</b> | <b>100%</b> | <b>3842</b>                        | <b>95,00,000</b> | <b>100%</b> |

**e) SHAREHOLDING PATTERN (AS OF 31<sup>ST</sup> MARCH 2026)**

| No.      | Categories                           | No. of shares | % of total holding |
|----------|--------------------------------------|---------------|--------------------|
| <b>A</b> | <b>Promoters Holding</b>             |               |                    |
|          | <b>Promoter &amp; Promoter Group</b> |               |                    |
|          | Indian                               | 44,90,675     | 47.27              |
|          | Foreign                              | -             | -                  |
| <b>B</b> | <b>Non-Promoter Holding</b>          |               |                    |
|          | <b>Institutional :</b>               |               |                    |
|          | Mutual Fund                          | -             | -                  |
|          | <b>Non-Institutional :</b>           |               |                    |
|          | Bodies Corporate                     | 3,46,620      | 3.65               |



|  |                                |                |               |
|--|--------------------------------|----------------|---------------|
|  | <b>Individuals :</b>           |                |               |
|  | Capital upto Rs.2 Lacs         | 18,76,432      | 19.75         |
|  | Capital greater than Rs.2 Lacs | 20,29,492      | 21.36         |
|  | <b>Any Others:</b>             |                |               |
|  | HUF                            | 6,26,101       | 6.59          |
|  | NBFC registered with RBI       | -              | -             |
|  | Clearing Member                | 25,634         | 0.27          |
|  | NRIs                           | 1,05,046       | 1.11          |
|  |                                |                |               |
|  | <b>Total</b>                   | <b>9500000</b> | <b>100.00</b> |

f) **DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2026**

| Share Balance     | Holders      | % of Total    | Share Amount       | % of Total |
|-------------------|--------------|---------------|--------------------|------------|
| Upto 1- 5000      | 3052         | 82.6841       | 5976070            | 6.2906     |
| 5001- 10000       | 303          | 8.0843        | 2496830            | 2.6282     |
| 10001- 20000      | 129          | 3.4418        | 1991400            | 2.0962     |
| 20001- 30000      | 45           | 1.2006        | 1193110            | 1.2559     |
| 30001- 40000      | 35           | 0.9338        | 1262320            | 1.3288     |
| 40001- 50000      | 33           | 0.8805        | 1555930            | 1.6378     |
| 50001- 100000     | 44           | 1.1740        | 3151060            | 3.3169     |
| 100001- 999999999 | 60           | 1.6009        | 77373280           | 81.4456    |
| <b>TOTAL</b>      | <b>3,701</b> | <b>100.00</b> | <b>9,50,00,000</b> | <b>100</b> |

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:**

303, Sun Square Complex, Off C.G. Road, Navrangpura, Near Girish Cold Drinks Ahmedabad-380009

Phone No.: 079-49196459

Email: Website: [www.bigshareonline.com](http://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**

303, Sun Square Complex, Off C.G. Road, Navrangpura, Near Girish Cold Drinks Ahmedabad-380009.

Phone No.: 079-49196459

Email: [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com)



Website: [www.bigshareonline.com](http://www.bigshareonline.com)

**For other inquiry write to Company:**

**Ms. Hemangi Akshaykumar Vasoya- 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](mailto: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 31<sup>st</sup> March 2026.

**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](http://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: 03-09-2026**

**Registered Office:**

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

**CIN: L17119GJ1988PLC011120**

**BY ORDER OF THE BOARD OF DIRECTORS  
OF SHREE BHAVYA FABRICS LIMITED  
SD/-**

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



## 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 **2025-26**. 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                                        | 5 Year         | 5 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  
DATE: 03.09.2026**

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
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, 2026**

**[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, 2026, 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 through electronically by way of scan copy or soft copy through mail or otherwise, the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2026 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 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);**
- i) 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.

**For, Shah & Shah Associates  
Company Secretaries**

**Place: Ahmedabad  
UDIN NO: F005827H001100910  
Date: August 13, 2026**

**Sd/-  
MUKESH H. SHAH  
Partner  
CP. NO. 2213 FCS NO.: 5827  
Peer Review No.: 7705/2026**

**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 31<sup>st</sup> March, 2026 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, Shah & Shah Associates  
Company Secretaries**

**Place: Ahmedabad  
UDIN NO: F005827H001100910  
Date: August 13, 2026**

**Sd/-  
MUKESH H. SHAH  
Partner  
CP. NO. 2213 FCS NO.: 5827  
Peer Review No.: 7705/2026**



### 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, 2026, 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, 2026.

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.

**For, Shah & Shah Associates  
Company Secretaries**

**Place: Ahmedabad  
UDIN NO: F005827H001101020  
Date: August 13, 2026**

**Sd/-  
MUKESH H. SHAH  
Partner  
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](http://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 31<sup>st</sup> March, 2026 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       | Rameshkumar Parmeshwarilal Agarwa | 07706882 | 13/01/2017                      |
| 3       | Kishan Madanlal Yadav             | 02845697 | 29/09/2020                      |
| 4.      | Rohit Sunil Periwal               | 09168445 | 14/08/2024                      |
| 5.      | Yashree Kaushalkumar Dixit        | 07775794 | 25/12/2024                      |

\*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.

**For, Shah & Shah Associates**  
**Company Secretaries**

**Place: Ahmedabad**  
**UDIN NO: F005827H001101009**  
**Date: August 13, 2026**

**SD/-**  
**MUKESH H. SHAH**  
**Partner**  
**CP. NO. 2213 FCS NO.: 5827**



**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 31<sup>st</sup> March, 2026 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 2025-26, 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**

**SD/-**

**[KISHAN M. YADAV]**

**DIRECTOR & CHIEF FINANCIAL OFFICER**

**DIN: 02845697**

**Place: Ahmedabad**

**Date: 03.09.2026**



## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your directors have pleasure in presenting the management discussion and analysis report for the year ended on **March 31<sup>st</sup>, 2026**.

### **1. GLOBAL ECONOMIC OUTLOOK:**

The world economy has continued to expand despite an unusually turbulent backdrop. According to the IMF's July 2026 World Economic Outlook Update, global growth is projected at 3.0% in 2026, rising to 3.4% in 2027, following estimated growth of 3.5% in both 2024 and 2025. The modest slowdown in 2026 largely reflects the effects of the war in the Middle East, partly offset by accelerated demand-driven momentum in the global technology cycle thanks to advances in artificial intelligence and its adoption. The IMF describes this as a V-shaped recovery — weaker growth in 2026 relative to its pre-war forecast, followed by a rebound in 2027.

The impact is far from uniform. Energy exporters outside the conflict zone are benefiting from favorable terms of trade, while economies plugged into the technology-led upturn are experiencing stronger activity even as energy importers. Conversely, energy prices remain roughly 25% higher than pre-war levels, though ceasefires and diplomatic developments have cooled prices from the April 2026 peak, and countries with limited exposure to the AI-driven technology cycle are seeing more pronounced drag.

On the inflation front, the picture is less encouraging than growth. The IMF revised its global headline inflation forecast up to 4.7% for 2026 (from 4.1% in 2025), with a decline to 3.9% expected in 2027, as the disinflation trend in place since early 2024 has stalled — though there is so far limited evidence of broader second-round effects.

Among advanced economies, growth is projected at 1.7% in 2026 and 1.8% in 2027, with U.S. growth held at 2.3% in 2026 and 2.2% in 2027, supported by fiscal policy, accommodative financial conditions, continued technology-related business investment, and productivity strength.

Trade policy uncertainty remains a live risk rather than a resolved one: trade tensions could reignite, especially if trade diversion or unbalanced trade prompts more economies to adopt tariff increases and nontariff restrictions, weighing further on growth. Notably, the Fund's July update leans less on tariff risk than earlier editions and more on geopolitical and technology-driven forces, though trade fragmentation remains an acknowledged downside risk.

Looking ahead to 2027, the IMF frames the outlook as cautiously improving but fragile — contingent on the Middle East conflict not escalating further, the AI investment cycle not overheating or correcting sharply, and inflation resuming its downward path. Businesses are likely to keep prioritizing resilience, supply-chain diversification, and long-term value creation amid this uneven, two-speed global environment.

### **2. INDIAN ECONOMY OVERVIEW:**

India sustained a strong growth momentum through FY 2025–26 and remains one of the fastest-growing major economies, even as global headwinds—including US tariffs and geopolitical volatility—tested its external sector. According to the Ministry of Statistics and Programme Implementation's (MoSPI) provisional estimates, India's GDP growth for FY 2025–26 came in at 7.7%, an upward revision from earlier estimates through the year—first pegged at 6.7%, then revised to 7.4%, and finally to 7.6% before the provisional figure. Growth was corroborated by MoSPI data showing real GDP expansion of 7.8% in Q1



FY26 and 8.2% in Q2 FY26—the sharpest quarterly expansion in recent years. This also coincides with MoSPI's rollout of a new GDP series with base year 2022–23, replacing the earlier 2011–12 base, which will become the reference series going forward.

The stronger-than-expected outturn reflects buoyant private consumption, a pickup in gross fixed capital formation, GST rationalisation, softening inflation, and monetary easing by the RBI. Manufacturing expanded by 7%, while trade, transport, hotels, communication, and related services recorded 11% growth, and Gross Fixed Capital Formation rose 8.2%, pointing to healthy investment activity alongside consumption.

On the external front, exports during April–December 2025 amounted to USD 634.3 billion, marking 4.3% year-on-year growth, with each of the first three quarters of FY26 recording their highest-ever export levels. The Economic Survey 2025–26 also highlighted that medium- and high-technology industries now contribute 46.3% of India's manufacturing value added, reflecting a gradual shift toward more sophisticated production.

For the textile sector specifically, India's textile exports (including handicrafts) rose 2.1% year-on-year to ₹3.16 lakh crore in FY26 from ₹3.10 lakh crore in FY25, with growth reported across more than 120 destinations, including strong gains in the UAE, UK, Germany, Spain, and Japan. India's FTA agenda also progressed meaningfully in FY26, with the India–EFTA TEPA entering into force, the India–UK CETA signed, the India–Oman CEPA concluded, and the India–EU FTA finalised in January 2026—developments that should support market access for exporters like Shree Bhavya Fabrics going forward.

Looking to FY 2026–27, momentum is expected to moderate but remain healthy: the RBI currently projects growth of around 6.9%, reflecting the fading of one-off tailwinds, while the IMF sees growth moderating to around 6.4% over the following two fiscal years. Inflation has stayed comfortably within the RBI's tolerance band, and the central bank has room to keep policy accommodative if needed—continuing to anchor macroeconomic stability even as global trade conditions stay uncertain.

At Shree Bhavya Fabrics Limited, we continue to track these shifts closely. With export diversification accelerating, new FTAs coming into force, and steady domestic demand, we remain well-positioned to capture emerging opportunities in FY27.

### **3. INDIAN TEXTILE INDUSTRY:**

#### **➤ Global Textile Industry Overview**

The global textile sector has continued to expand, though sizing the market precisely is difficult—industry estimates for 2025–26 range widely (roughly USD 700 billion to over USD 2 trillion) depending on scope (textiles alone vs. textiles-and-apparel) and methodology. What's consistent across trackers is the direction: most projections point to a CAGR in the 3.5–7% range through the early 2030s, propelled by fast fashion, e-commerce/digital retail penetration, rising demand for technical and industrial textiles, and, increasingly, sustainability-driven reformulation (recycled fibers, circular-economy regulation such as the EU's Digital Product Passport). Trade-policy volatility—tariffs, forced-labor enforcement actions, and reshuffled sourcing patterns—remains the single biggest swing factor for the sector's near-term trajectory.

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

India remains the world's second-largest cotton producer and the second-largest source of employment after agriculture, directly supporting an estimated 45+ million workers and roughly 60 million more through allied sectors. India's fully integrated value chain—from raw material cultivation through yarn, fabric, and garment production—continues to underpin its competitiveness, spanning artisanal handloom output to technologically advanced mills.



### ➤ Industry Growth Trends

India's textile exports (including handicrafts) grew 2.1% year-on-year in FY26 to roughly ₹3.16 lakh crore (~USD 33 billion), with growth spread across 120+ destinations—notably the UAE, UK, Germany, Spain, and Japan—even as the sector navigated a volatile US tariff environment for most of the fiscal year. Ready-Made Garments led the growth, up 2.9%. India's textile-and-apparel domestic market is estimated at around USD 225 billion (2025), growing at a brisk 10–12% CAGR, expected to reach USD 350 billion by 2030 on rising incomes and e-commerce penetration.

### ➤ Future Outlook

The medium-term growth drivers identified earlier—rising consumer spending, urbanization, online retail, the cotton-to-synthetic shift, fast fashion, and technical textiles—remain intact. India's FTA agenda has also advanced meaningfully: the India-EFTA TEPA entered into force (October 2025), the India-UK CETA was signed (July 2025), the India-Oman CEPA concluded (December 2025), and the India-EU FTA was finalised (January 2026)—all of which improve market access for Indian exporters.

### ➤ Challenges Ahead

This is the area that has changed most dramatically and remains genuinely fluid:

- **Aug 2025:** The US imposed a combined 50% tariff on Indian goods (25% reciprocal + 25% penalty tied to India's Russian oil purchases)—among the highest rates applied to any US trading partner, hitting textiles, gems, and engineering goods hard.
- **Feb 2026:** An interim US-India trade framework cut the reciprocal rate to 18%, with the Russia-linked penalty removed.
- **Feb 20, 2026:** The US Supreme Court struck down the President's IEEPA-based tariffs entirely; the Administration responded with a flat 10% global tariff under Section 122 (capped by law at 150 days).
- **Jul 24, 2026:** The Section 122 tariffs expired and were immediately replaced by new Section 301 "forced-labor" tariffs on 60 economies. India was placed in the lower 10% tier (rather than the 12.5% tier), reflecting India's existing forced-labor import prohibitions and diplomatic engagement with USTR—with roughly 45% of India's US-bound exports (including generics and smartphones) exempted, but the remaining ~55%, including most textiles, subject to the 10% duty.
- As of today, textile/apparel imports from India into the US still stack the MFN base rate (cotton apparel ~16.5%) with this 10% duty, putting effective rates in the high-20s percent range for many garment categories—well below the 2025 peak of 50%, but still a live cost pressure. Litigation challenging the new Section 301 tariffs is ongoing, so further changes are possible.

India's relative position has actually improved through this sequence—competitors like Bangladesh, Vietnam, and China largely face comparable or higher duty stacks—but the tariff regime has shifted materially multiple times within a single year, and businesses should treat the current 10% Section 301 rate as provisional rather than settled, especially given active court challenges and the still-unfinished comprehensive US-India Bilateral Trade Agreement.



#### 4. REVIEW & FUTURE OUTLOOK OF THE COMPANY

##### ➤ Review of FY 2024-25

FY 2025-26 was a year of top-line contraction rather than the steady growth seen in FY 2024-25. Revenue from operations declined 11.8% to ₹162.86 crore, against a backdrop of the volatile US tariff environment and softer export demand for much of the fiscal year. Total income fell in line, to ₹163.12 crore.

The more encouraging signal, however, is on the cost side. Cost of materials consumed fell 23.5% — a steeper decline than the revenue drop — while other expenses and finance costs also eased (down 7% and 7.4% respectively), reflecting lower borrowing costs and tighter cost control. As a result, profitability held up better than revenue: profit before tax declined only 6.8% to ₹2.80 crore, and net profit fell just 4.6% to ₹2.28 crore — meaningfully softer than the ~12% revenue decline. Net margin actually improved slightly, from roughly 1.29% to about 1.40%, and EBITDA margin edged up from ~6.1% to ~6.4%.

##### ➤ Future Outlook for FY 2026-27

The external environment has turned more favorable since the FY26 low point. The US tariff burden on Indian textile exports has eased substantially from its August 2025 peak, India's FTA agenda (EFTA, UK, Oman, EU) is opening new markets, and domestic demand alongside GST rationalization continues to support the broader industry. For Shree Bhavya Fabrics specifically, FY26 demonstrated that the company can defend its margins even in a revenue downturn — a reasonable indicator of underlying cost discipline. The key swing factor for FY27 will be whether the improving trade backdrop translates into a genuine volume/revenue recovery; if it does, the company's demonstrated cost control should allow profitability to scale faster than revenue on the way back up. Continued attention to working-capital and inventory management, and to keeping finance costs on their recent downward trajectory, will remain important given the company's rising net debt position.

##### ➤ Conclusion

FY 2025-26 tested Shree Bhavya Fabrics with an 11.8% revenue decline, yet the company preserved profitability and even modestly improved its margins through disciplined cost management — a genuinely resilient performance given the sector-wide tariff disruption during the year. With trade conditions improving into FY 2026-27, the priority now shifts to converting a friendlier external environment into top-line recovery, while sustaining the cost discipline shown this year.

#### 5. OPPORTUNITIES & THREATS:

##### ➤ STRENGTHS

- **Resilient Margins Despite Revenue Decline:** Despite an 11.8% drop in revenue in FY 2025-26, net profit fell only 4.6%, and both net margin (~1.29% → ~1.40%) and EBITDA margin (~6.1% → ~6.4%) actually improved — evidence of real cost discipline rather than growth masking inefficiency.
- **Sharp Reduction in Input Costs:** Cost of materials consumed fell 23.5% year-on-year, outpacing the revenue decline and helping protect the bottom line.
- **Lower Finance Costs:** Finance costs declined 7.4% YoY, easing the debt-servicing burden even as revenue softened.
- **Experienced Management:** Led by seasoned professionals with deep industry knowledge, evident in the ability to defend profitability through a difficult trading year.
- **Diversified Product Portfolio:** Offers a range of woven and home textiles, catering to both domestic and export markets.



➤ **WEAKNESSES**

- **Revenue Contraction:** FY26 revenue fell 11.8% to ₹162.86 crore from ₹184.68 crore, reversing the prior year's growth trend and pointing to demand or order-flow pressure — likely tied to the volatile US tariff environment through most of 2025.
- **Thin Absolute Margins:** Even with improvement, net margins remain under 1.5%, leaving limited buffer against further cost or revenue shocks.
- **Largely Fixed Cost Base:** Employee benefit expenses rose slightly even as revenue fell, indicating limited operating leverage when volumes decline.
- **Rising Net Debt:** Reported net debt has continued to climb (around ₹59 crore in recent quarters), and continued reliance on borrowings remains a structural constraint.

➤ **OPPORTUNITIES**

- **Easing US Tariff Burden:** The effective US tariff on Indian textile exports has fallen sharply from the August 2025 peak of 50% to a current Section 301 rate of 10% (plus MFN base duty) — placing India in a comparatively favorable tier relative to many competing sourcing countries, and materially improving the export outlook for FY27.
- **New FTA Market Access:** The India-EFTA TEPA, India-UK CETA, India-Oman CEPA, and India-EU FTA have all been concluded or entered into force over the past year, opening tariff-favorable channels beyond the US.
- **China/ Bangladesh Diversification:** Global buyers continue diversifying sourcing away from China, and Bangladesh's continued instability keeps redirecting orders toward Indian manufacturers.
- **Domestic Market Growth:** Rising fashion awareness, e-commerce penetration, and urbanization continue to support India's roughly USD 225 billion domestic textile market, growing at a 10–12% CAGR.
- **Government Support:** PLI incentives, Mega Textile Parks, and the integrated textile programme (Samarth 2.0) continue to enhance sector competitiveness.
- **Technical Textiles:** Emerging demand for performance fabrics and industrial textiles remains a largely untapped growth avenue.

➤ **THREATS**

- **Tariff Policy Instability:** The US tariff regime on India has changed materially four times within the past 12 months (50% → 18% → 10% Section 122 → 10% Section 301) and remains subject to active litigation — meaning the current favorable rate is not guaranteed to hold, and businesses should plan for further shifts.
- **Raw Material Volatility:** Cotton price fluctuations remain a persistent risk to cost structures and margins, particularly given the company's reliance on materials for over 40% of expenses.
- **Intense Domestic Competition:** The textile sector remains highly fragmented, with continued pressure on pricing.
- **Global Growth Slowdown:** IMF forecasts show global growth moderating to 3.0% in 2026 before recovering to 3.4% in 2027, with elevated inflation and lingering geopolitical risk (including the Middle East conflict) weighing on trade-dependent sectors.
- **Regulatory & Compliance Risk:** Evolving forced-labor enforcement rules, EU sustainability regulations (e.g., Digital Product Passport), and any renewed trade friction could add compliance costs or disrupt operations.



- **Revenue Recovery Uncertainty:** With FY26 revenue down double digits, there's no guarantee that easing external conditions will translate into a near-term volume rebound — execution risk on the recovery itself remains a key threat.

## 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 ADEQUACY:

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 2025-26.

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 2025-26, Shree Bhavya Fabrics Limited recorded revenue from operations of ₹162.86 crore, a decline of 11.8% over the previous year's ₹184.68 crore, largely reflecting subdued export demand amid a volatile US tariff environment through much of the fiscal year. Despite the topline contraction, net profit declined by a much smaller 4.6% to ₹2.28 crore (from ₹2.39 crore), as the company offset softer revenue with a sharper 23.5% reduction in cost of materials consumed and a 7.4% reduction in finance costs. As a result, profitability actually held up better than revenue, with net margin improving slightly from approximately 1.29% to 1.40% and operating (EBITDA) margin rising from around 6.1% to 6.4% — pointing to improved cost efficiency and operational discipline even in a challenging demand environment.

**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 its 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: 03.09.2026**

**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 **M/S. SHREE BHAVYA FABRICS LIMITED** ("the Company"), which comprises the Balance Sheet as at March 31, 2026, 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 ("the Act") 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 2026 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 standalone 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 standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone 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 are 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.

If based on the work we have performed, we conclude that there is 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 Standalone Financial Statements**

The Company's Board of Directors are 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, changes in equity 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. 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 standalone financial statements, Board of director 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 Board of Directors 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 the Standalone Financial Statement**

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 it appears from our examination of those books;
- c) The Standalone Balance sheet, the statement of Standalone Profit and loss (including other comprehensive Income) Standalone 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, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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) There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the company during the year.
  - 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; and

- 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) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year and as informed to us the audit trail has been preserved by the company as per the statutory requirements for record retention.

**For and on Behalf of  
Nahta Jain & Associates  
Chartered Accountants  
Firm Regn. No. 106801W**

**Date: 29/05/2026  
Place : Ahmedabad  
UDIN:26116735SBRM2R3663**

**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 standalone 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 our 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, we are also responsible for expressing our 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 we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 standalone financial statements, including the disclosures, and whether the standalone 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 our audit work and in evaluating the results of our 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 we identify during our 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 our 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.

**For and on Behalf of Nahta Jain & Associates**

**Chartered Accountants**

**Firm Regn. No. 106801W**

**SD/-**

**(CA. Gaurav Nahta)**

**Partner**

**M. No. 116735**

**Date: 29/05/2026**

**Place: Ahmedabad**

**UDIN: 26116735SBRM2R3663**



### **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 31 March 2026.

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we report that;

**(i) In respect of Property, Plant & Equipment:**

- a. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, Capital Work in Progress (‘CWIP’) and relevant details of right-of-use assets.

The Company has maintained proper records showing full particulars of intangible assets.

- b. The Company has a regular programme of physical verification of its Property, Plant and Equipments by which all Property, Plant and Equipments 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. Based on our examination of documents regarding Immovable Property We report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
- d. 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.
- e. 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. 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. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company

- (iii) In respect of Investment made, guarantees provided, security given, loans given and advances in the nature of Loans.
- a. 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) 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 2024-25 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) 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 31<sup>st</sup> March 2026 for a period of more than six months from the date they became payable.

- (b) Details of statutory dues that have not been deposited on account of disputes are as under:

| <b>Sr. No.</b> | <b>Name of The Statute</b> | <b>Nature of Dues</b> | <b>Amount</b> | <b>Forum Where Dispute is Pending</b> | <b>Remark</b> |
|----------------|----------------------------|-----------------------|---------------|---------------------------------------|---------------|
| 1              | Income Tax Act, 1961       | Income Tax            | 32,77,494/-   | CIT(A)                                | AY 2019-20    |
| 2              | Income Tax Act, 1961       | Income Tax            | 3,26,910/-    | CIT(A)                                | AY 2014-15    |

- (viii) 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, which has not been recorded in the books of account in the earlier year.



(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 Willful 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 has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, 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) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
- b. 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 and is not required to obtain 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, provisions of sub-section (5) of Section 135 of the Companies Act, 2013 is applicable and there is no unspent amount under the applicable provision. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not



applicable.

- (xxi) The reporting under clause 3(xxii) 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.

**For and on Behalf of  
Nahta Jain & Associates  
Chartered Accountants  
Firm Regn. No. 106801W**

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

**Date: 29/05/2026  
Place: Ahmedabad**



## 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 standalone financial statements of **SHREE BHAVYA FABRICS LIMITED** (“the Company”), as of 31 March, 2026, 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 2026, 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 and Board of Director’s Responsibility for Internal Financial Controls

The Company’s management and Board of Directors are 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.

**For and on Behalf of  
Nahta Jain & Associates  
Chartered Accountants  
Firm Regn. No. 106801W**

**Date: 29/05/2026  
Place: Ahmedabad  
UDIN: 26116735SBRM2R3663**

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

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2026****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 measure 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
- c. the company has transferred substantially all the risks and rewards of the asset, or
- d. 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**

In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 01, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f April 01, 2025 – The amendment relates to classification of liabilities as current or non-current and noncurrent liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date, and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments - Disclosures, applicable w.e.f April 01, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.



3. Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. This relief is immediate and applies retrospectively. The amendments also require companies to provide new disclosures to compensate for potential loss of information resulting from the relief. Such disclosures are to be provided for annual reporting periods beginning on or after April 01, 2025. These requirements are not applicable to the Company.

4. Other Amendments (Ind AS 115, Ind AS 116): Removed the conflict between Ind AS 109 and Ind AS 115 over the amount at which a trade receivable is initially measured (Ind AS 115 and Ind AS 116). These amendments do not have a material impact on the Company's financial statements.

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

In terms of my report attached  
For Nahta Jain & Associates  
Chartered Accountants  
Firm Regn. No. 106801W

SD/-  
(CA. Gaurav Nahta)  
Partner

For and on behalf of the Board of Directors  
Shree Bhavya Fabrics Limited

SD/-  
Purshottam R. Agarwal  
(Managing Director)  
(DIN-00396869)

Sd/-  
Kishan Yadav  
(Director & Chief Financial  
Officer)  
(DIN: 02845697)

SD/-  
Rohit Periwal  
(Director)  
(DIN:09168445)

Sd/-  
Hemangi A Vasoya  
(Company Secretary)  
(Membership no A-72732)



**SHREE BHAVYA FABRICS LIMITED**  
**Standalone Balance Sheet as at March 31, 2026**

(Amount in Lakhs)

| Particulars                                             | Notes | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|---------------------------------------------------------|-------|--------------------------------------|--------------------------------------|
| <b>Assets</b>                                           |       |                                      |                                      |
| <b>Non-Current assets</b>                               |       |                                      |                                      |
| a) Property, Plant and Equipment                        | 1     | 675.18                               | 716.40                               |
| b) Other Intangible Assets                              | 2     | 465.92                               | 465.92                               |
| c) Financial Assets                                     |       |                                      |                                      |
| i. Other financial assets                               | 3     | 95.08                                | 81.66                                |
| d) Deferred tax assets (net)                            | 4     | 26.01                                | 6.74                                 |
| <b>Total non-current assets</b>                         |       | <b>1,262.19</b>                      | <b>1,270.73</b>                      |
| <b>Current assets</b>                                   |       |                                      |                                      |
| a) Inventories                                          | 5     | 8,170.70                             | 8,296.04                             |
| b) Financial Assets                                     |       |                                      |                                      |
| (i) Trade Receivables                                   | 6     | 6,468.79                             | 5,593.22                             |
| (ii) Cash and Cash Equivalents                          | 7     | 118.77                               | 115.27                               |
| (iii) Bank balance other than cash and cash equivalents | 8     | 180.19                               | 173.74                               |
| (vi) Others Financial Assets                            | 9     | 4.46                                 | 4.42                                 |
| c) Current Tax Assets                                   | 10    | 200.49                               | 138.12                               |
| d) Other Current Assets                                 | 11    | 769.01                               | 442.71                               |
| <b>Total Current assets</b>                             |       | <b>15,912.42</b>                     | <b>14,763.52</b>                     |
| <b>Total Assets</b>                                     |       | <b>17,174.60</b>                     | <b>16,034.25</b>                     |
|                                                         |       |                                      |                                      |
| <b>Equity and Liabilities</b>                           |       |                                      |                                      |
| <b>Equity</b>                                           |       |                                      |                                      |
| a) Equity Share Capital                                 | 12    | 950.00                               | 950.00                               |
| b) Other Equity                                         | 13    | 2,813.30                             | 2,585.29                             |
| <b>Total Equity</b>                                     |       | <b>3,763.30</b>                      | <b>3,535.29</b>                      |
| <b>Non-Current Liabilities</b>                          |       |                                      |                                      |
| a) Financial Liabilities                                |       |                                      |                                      |
| (i) Borrowings                                          | 14    | 3,070.15                             | 2,842.64                             |
| b) Deferred Tax Liabilities (net)                       |       | -                                    | -                                    |
| c) Other Non-Current Liabilities                        |       | -                                    | -                                    |
| <b>Total Non-Current Liabilities</b>                    |       | <b>3,070.15</b>                      | <b>2,842.64</b>                      |
| <b>Current Liabilities</b>                              |       |                                      |                                      |
| a) Financial Liabilities                                |       |                                      |                                      |
| (i) Borrowings                                          | 14    | 3,791.34                             | 3,584.96                             |
| (iii) Trade and Other Payables                          |       |                                      |                                      |
| a) Due to Micro and Small Enterprises                   | 15    | 239.44                               | 995.52                               |



|                                                                                                    |    |                                                    |                                |
|----------------------------------------------------------------------------------------------------|----|----------------------------------------------------|--------------------------------|
| a) Due to Creditors other than Micro and Small Enterprises                                         | 15 | 2,463.38                                           | 1,077.93                       |
| b) Other current liabilities                                                                       | 16 | 3,719.18                                           | 3,861.53                       |
| c) Provisions                                                                                      | 17 | 127.81                                             | 136.37                         |
| <b>Total Current Liabilities</b>                                                                   |    | <b>10,341.15</b>                                   | <b>9,656.31</b>                |
| <b>Total Liabilities</b>                                                                           |    | <b>13,411.30</b>                                   | <b>12,498.95</b>               |
| <b>Total Equity and Liabilities</b>                                                                |    | <b>17,174.60</b>                                   | <b>16,034.25</b>               |
|                                                                                                    |    |                                                    |                                |
| <b>Significant Accounting Policies</b>                                                             |    |                                                    |                                |
| <b>The accompanying notes 1 to 44 are an integral part of the Standalone financial statements.</b> |    |                                                    |                                |
| <b>As per our attached report of even date</b>                                                     |    |                                                    |                                |
| <b>For Nahta Jain and Associates</b>                                                               |    | <b>For and on behalf of the Board of Directors</b> |                                |
| <b>Chartered Accountants</b>                                                                       |    | <b>SHREE BHAVYA FABRICS LIMITED</b>                |                                |
| <b>Firm Regn. No. 106801W</b>                                                                      |    |                                                    |                                |
|                                                                                                    |    | <b>Sd/-</b>                                        | <b>Sd/-</b>                    |
|                                                                                                    |    | <b>Purushottam Agarwal</b>                         | <b>Rohit Sunil Periwal</b>     |
|                                                                                                    |    | <b>(Managing Director)</b>                         | <b>(Director)</b>              |
|                                                                                                    |    | <b>(DIN-00396869)</b>                              | <b>(DIN-09168445)</b>          |
| <b>Sd/-</b>                                                                                        |    |                                                    |                                |
| <b>(CA. Gaurav Nahta)</b>                                                                          |    |                                                    |                                |
| <b>Partner</b>                                                                                     |    | <b>Sd/-</b>                                        | <b>Sd/-</b>                    |
| <b>M. No. 116735</b>                                                                               |    | <b>Kishan Yadav</b>                                | <b>Hemangi A Vasoya</b>        |
| <b>Place: Ahmedabad</b>                                                                            |    | <b>(Director &amp; Chief Financial Officer)</b>    | <b>(Company Secretary)</b>     |
| <b>Date : 28/05/2026</b>                                                                           |    | <b>(DIN: 02845697)</b>                             | <b>(Membership no A-72732)</b> |
| <b>UDIN: 26116735SBRM2R3666</b>                                                                    |    |                                                    |                                |



**SHREE BHAVYA FABRICS LIMITED**  
**Statement of Profit and Loss for the year ended March 31, 2026**

(Amount in Lakhs)

| Particulars                                                                     | Notes | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|---------------------------------------------------------------------------------|-------|--------------------------------------|--------------------------------------|
| <b>Income</b>                                                                   |       |                                      |                                      |
| Revenue from Operations                                                         | 18    | 16,286.38                            | 18,467.63                            |
| Other Income                                                                    | 19    | 25.81                                | 37.29                                |
| <b>Total Income</b>                                                             |       | <b>16,312.19</b>                     | <b>18,504.93</b>                     |
| <b>Expenses</b>                                                                 |       |                                      |                                      |
| Cost of Material Consumed                                                       | 20    | 7,137.19                             | 9,325.98                             |
| Purchase of stock in trade                                                      | 21    | 74.35                                | 153.57                               |
| Changes in inventory of finished goods,<br>stock in trade and WIP               | 22    | 51.81                                | (645.07)                             |
| Employee Benefit Expenses                                                       | 23    | 714.74                               | 699.86                               |
| Finance Costs                                                                   | 24    | 661.99                               | 714.81                               |
| Depreciation and Amortization<br>Expense                                        |       | 97.87                                | 108.85                               |
| Other Expenses                                                                  | 25    | 7,294.13                             | 7,846.36                             |
| <b>Total Expense</b>                                                            |       | <b>16,032.08</b>                     | <b>18,204.36</b>                     |
| <b>Profit(Loss) before exceptional items<br/>and tax</b>                        |       | 280.12                               | 300.57                               |
| Exceptional items                                                               |       |                                      |                                      |
| <b>Profit(Loss) Before Tax</b>                                                  |       | <b>280.12</b>                        | <b>300.57</b>                        |
| <b>Tax Expense:</b>                                                             |       |                                      |                                      |
| Current Tax                                                                     | 26    | 68.50                                | 70.00                                |
| Tax charge relating to earlier periods                                          | 26    | 2.87                                 | (2.83)                               |
| Deferred Tax                                                                    | 26    | (19.26)                              | (1.59)                               |
| <b>Total Tax Expenses</b>                                                       |       | <b>52.11</b>                         | <b>65.58</b>                         |
| <b>Profit/(Loss) for the year period from<br/>continuing operations</b>         | (A)   | <b>228.01</b>                        | <b>234.99</b>                        |
| <b>Profit or loss for the year</b>                                              |       |                                      |                                      |
| <b>Other Comprehensive Income</b>                                               |       |                                      |                                      |
| Items that will not be reclassified to profit or loss                           |       |                                      |                                      |
| Income tax relating to items that will not be<br>reclassified to profit or loss |       | -                                    | -                                    |
| Items that will be reclassified to profit or loss                               |       |                                      |                                      |
| Income tax relating to items that will be reclassified<br>to profit or loss     |       | -                                    | -                                    |



|                                                                                                    |         |                                                    |                                |
|----------------------------------------------------------------------------------------------------|---------|----------------------------------------------------|--------------------------------|
|                                                                                                    |         |                                                    |                                |
|                                                                                                    |         | -                                                  | -                              |
|                                                                                                    | (B)     | -                                                  | -                              |
| <b>Total Other Comprehensive Income for the year</b>                                               | (A)+(B) | <b>228.01</b>                                      | <b>234.99</b>                  |
|                                                                                                    |         |                                                    |                                |
| <b>Earnings per Share - (Face value of ₹ 10 each)</b>                                              |         |                                                    |                                |
| <b>Basic and Diluted (in ₹)</b>                                                                    | 27      | <b>2.40</b>                                        | <b>2.47</b>                    |
|                                                                                                    |         |                                                    |                                |
| <b>Significant Accounting Policies</b>                                                             |         |                                                    |                                |
| <b>The accompanying notes 1 to 44 are an integral part of the Standalone financial statements.</b> |         |                                                    |                                |
| <b>As per our attached report of even date</b>                                                     |         |                                                    |                                |
| <b>For Nahta Jain and Associates</b>                                                               |         | <b>For and on behalf of the Board of Directors</b> |                                |
| <b>Chartered Accountants</b>                                                                       |         | <b>SHREE BHAVYA FABRICS LIMITED</b>                |                                |
| <b>Firm Regn. No. 106801W</b>                                                                      |         |                                                    |                                |
|                                                                                                    |         |                                                    |                                |
|                                                                                                    |         | <b>Sd/-</b>                                        | <b>Sd/-</b>                    |
|                                                                                                    |         | <b>Purushottam Agarwal</b>                         | <b>Rohit Sunil Periwal</b>     |
|                                                                                                    |         | <b>(Managing Director)</b>                         | <b>(Director)</b>              |
|                                                                                                    |         | <b>(DIN-00396869)</b>                              | <b>(DIN-09168445)</b>          |
| <b>Sd/-</b>                                                                                        |         |                                                    |                                |
| <b>(CA. Gaurav Nahta)</b>                                                                          |         |                                                    |                                |
| <b>Partner</b>                                                                                     |         | <b>Sd/-</b>                                        | <b>Sd/-</b>                    |
| <b>M. No. 116735</b>                                                                               |         | <b>Kishan Yadav</b>                                | <b>Hemangi A Vasoya</b>        |
| <b>Place: Ahmedabad</b>                                                                            |         | <b>(Director &amp; Chief Financial Officer)</b>    | <b>(Company Secretary)</b>     |
| <b>Date: 28.05.2026</b>                                                                            |         | <b>(DIN: 02845697)</b>                             | <b>(Membership no A-72732)</b> |
| <b>UDIN: 26116735SBRM2R3666</b>                                                                    |         |                                                    |                                |
|                                                                                                    |         |                                                    |                                |



**SHREE BHAVYA FABRICS LIMITED**  
**Cash Flow Statement for the Year Ended as on 31.03.2026**

(Amount in Lakhs)

|           | Particulars                                                                                                                             |  |  | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|-----------|-----------------------------------------------------------------------------------------------------------------------------------------|--|--|--------------------------------------|--------------------------------------|
| <b>A.</b> | <b>Cash Flow From Operating Activities</b>                                                                                              |  |  |                                      |                                      |
|           | <b>Profit (Loss) Before Tax</b>                                                                                                         |  |  | 280.12                               | 300.57                               |
|           | Adjustments For:                                                                                                                        |  |  |                                      |                                      |
|           | Profit on discard of Property, Plant and Equipment                                                                                      |  |  | 3.92                                 | (6.62)                               |
|           | Depreciation and Amortisation Expenses                                                                                                  |  |  | 97.87                                | 108.85                               |
|           | Finance Income                                                                                                                          |  |  | (16.45)                              | (14.50)                              |
|           | Interest on Income Tax Refund                                                                                                           |  |  | (9.06)                               | (3.11)                               |
|           | Finance Expense                                                                                                                         |  |  | 661.99                               | 635.30                               |
|           | <b>Operating (Loss) Before Working Capital Changes</b>                                                                                  |  |  | <b>1,018.38</b>                      | <b>1,020.50</b>                      |
|           |                                                                                                                                         |  |  |                                      |                                      |
|           | Movements in Working Capital:                                                                                                           |  |  |                                      |                                      |
|           | (Increase) in Inventories                                                                                                               |  |  | 125.33                               | (942.10)                             |
|           | Decrease / (Increase) in Trade Receivables                                                                                              |  |  | (875.56)                             | 671.93                               |
|           | (Increase) in Other Financial Assets                                                                                                    |  |  | (19.91)                              | (31.28)                              |
|           | (Increase) in Other Assets                                                                                                              |  |  | (326.30)                             | (83.40)                              |
|           | Increase in Trade Payables                                                                                                              |  |  | 629.38                               | (590.14)                             |
|           | Increase in Other Liabilities                                                                                                           |  |  | (142.35)                             | 236.72                               |
|           | Increase in Provision                                                                                                                   |  |  | (8.56)                               | 13.72                                |
|           | <b>Cash (used) in operations</b>                                                                                                        |  |  | <b>400.41</b>                        | <b>295.95</b>                        |
|           | Direct Taxes Paid (Net of Refunds)                                                                                                      |  |  | (133.75)                             | (54.76)                              |
|           | <b>Net Cash Outflow From Operating Activities</b>                                                                                       |  |  | <b>266.66</b>                        | <b>241.19</b>                        |
|           |                                                                                                                                         |  |  |                                      |                                      |
| <b>B.</b> | <b>Cash Flows from Investing Activities</b>                                                                                             |  |  |                                      |                                      |
|           | Payment for Purchase of Property, Plant and Equipment's and Intangible Assets (Including Capital work in progress and Capital Advances) |  |  | (62.36)                              | (190.58)                             |
|           | Proceeds from sale of fixed assets                                                                                                      |  |  | (0.20)                               | 10.24                                |
|           | Interest Received                                                                                                                       |  |  | 25.51                                | 17.60                                |
|           | <b>Net Cash (Outflow) from Investing Activities</b>                                                                                     |  |  | <b>(37.05)</b>                       | <b>(162.74)</b>                      |
| <b>C.</b> | <b>Cash Flows from Financing Activities</b>                                                                                             |  |  |                                      |                                      |
|           | Proceeds from issuance of Share Capital/ Share Application Money Pending Allotment                                                      |  |  |                                      |                                      |
|           | Proceeds from Long-Term Borrowing                                                                                                       |  |  |                                      |                                      |



|           |                                                                                                                                                                                                                                                                                    |  |  |                 |               |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|-----------------|---------------|
|           | Proceeds/Repayment of Long-Term Borrowings                                                                                                                                                                                                                                         |  |  | 228.51          | 709.44        |
|           | Repayment of Short-Term Borrowings                                                                                                                                                                                                                                                 |  |  | 206.38          | (41.39)       |
|           | Interest and Finance Charges Paid                                                                                                                                                                                                                                                  |  |  | (661.99)        | (635.30)      |
|           | <b>Net Cash Inflow from Financing Activities</b>                                                                                                                                                                                                                                   |  |  | <b>(227.10)</b> | <b>32.75</b>  |
| <b>D.</b> | <b>Net Increase in Cash &amp; Cash Equivalents (A + B + C)</b>                                                                                                                                                                                                                     |  |  | 2.51            | 111.20        |
|           |                                                                                                                                                                                                                                                                                    |  |  |                 |               |
| <b>E.</b> | <b>Cash &amp; Cash Equivalents at the beginning of the year / period</b>                                                                                                                                                                                                           |  |  | <b>115.27</b>   | <b>4.07</b>   |
| <b>F.</b> | <b>Cash &amp; Cash Equivalents at the end of the year / period</b>                                                                                                                                                                                                                 |  |  | <b>117.78</b>   | <b>115.27</b> |
|           |                                                                                                                                                                                                                                                                                    |  |  |                 |               |
|           | <b>Component of Cash and Cash Equivalents</b>                                                                                                                                                                                                                                      |  |  |                 |               |
|           | Cash on hand                                                                                                                                                                                                                                                                       |  |  | 7.08            | 9.97          |
|           | Balances with Scheduled Bank                                                                                                                                                                                                                                                       |  |  |                 |               |
|           | - On Current Accounts                                                                                                                                                                                                                                                              |  |  | 111.69          | 105.30        |
|           | - Deposits with original maturity of less than three months                                                                                                                                                                                                                        |  |  | -               | -             |
|           | Margin money deposits (restricted Cash)                                                                                                                                                                                                                                            |  |  |                 |               |
|           | <b>Cash and Cash Equivalents at the end of the year / period</b>                                                                                                                                                                                                                   |  |  | <b>118.77</b>   | <b>115.27</b> |
|           |                                                                                                                                                                                                                                                                                    |  |  |                 |               |
|           | <b>Notes:</b>                                                                                                                                                                                                                                                                      |  |  |                 |               |
|           | (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**

|                                      |                                                    |                                                 |                                |
|--------------------------------------|----------------------------------------------------|-------------------------------------------------|--------------------------------|
| <b>For Nahta Jain and Associates</b> | <b>For and on behalf of the Board of Directors</b> |                                                 |                                |
| <b>Chartered Accountants</b>         | <b>SHREE BHAVYA FABRICS LIMITED</b>                |                                                 |                                |
| <b>Firm Regn. No. 106801W</b>        |                                                    |                                                 |                                |
|                                      |                                                    | <b>Sd/-</b>                                     | <b>Sd/-</b>                    |
|                                      |                                                    | <b>Purushottam Agarwal</b>                      | <b>Rohit Sunil Periwal</b>     |
|                                      |                                                    | <b>(Managing Director)</b>                      | <b>(Director)</b>              |
|                                      |                                                    | <b>(DIN-00396869)</b>                           | <b>(DIN-09168445)</b>          |
| <b>Sd/-</b>                          |                                                    |                                                 |                                |
| <b>(CA. Gaurav Nahta)</b>            |                                                    |                                                 |                                |
| <b>Partner</b>                       |                                                    | <b>Sd/-</b>                                     | <b>Sd/-</b>                    |
| <b>M. No. 116735</b>                 |                                                    | <b>Kishan Yadav</b>                             | <b>Hemangi A Vasoya</b>        |
| <b>Place: Ahmedabad</b>              |                                                    | <b>(Director &amp; Chief Financial Officer)</b> | <b>(Company Secretary)</b>     |
| <b>Date: 28.05.2026</b>              |                                                    | <b>(DIN: 02845697)</b>                          | <b>(Membership no A-72732)</b> |
| <b>UDIN: 26116735SBRM2R3666</b>      |                                                    |                                                 |                                |



## Statement of Changes in Equity for the year ended March 31, 2026

For the year ended March 31, 2026

Amount in Lakhs

| 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 01/04/2025                                          | 61.10                | 173.67           | -              | 2,350.53          | -                                   | -                                 | 2,585.29       |
| Changes in accounting policy or prior period error                | -                    | -                | -              | -                 | -                                   | -                                 | -              |
| Profit/(Loss) for the period                                      | -                    | -                | -              | 228.01            | -                                   | -                                 | 228.01         |
| 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 31/03/2026                                          | 61.10                | 173.67           | -              | 2578.54           | -                                   | -                                 | 2813.30        |

For the year ended March 31, 2025

Amount in Lakhs

| 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                                          | 61.10                | 173.67           | -              | 2,115.54          | -                                   | -                                 | 2,350.30       |
| Changes in accountin g policy or prior period error               | -                    | -                | -              | -                 | -                                   | -                                 | -              |
| Profit/(Loss) for the period                                      | -                    | -                | -              | 234.99            | -                                   | -                                 | 234.99         |
| 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 | 61.10 | 173.67 | - | 2,350.53 | - | - | 2,585.29 |

*The accompanying notes are an integral part of the Standalone financial statements. As per our attached report of even date*

|                                      |                                                    |                                                 |                                |
|--------------------------------------|----------------------------------------------------|-------------------------------------------------|--------------------------------|
| <b>For Nahta Jain and Associates</b> | <b>For and on behalf of the Board of Directors</b> |                                                 |                                |
| <b>Chartered Accountants</b>         | <b>SHREE BHAVYA FABRICS LIMITED</b>                |                                                 |                                |
| <b>Firm Regn. No. 106801W</b>        |                                                    |                                                 |                                |
|                                      |                                                    |                                                 |                                |
|                                      |                                                    | <b>Sd/-</b>                                     | <b>Sd/-</b>                    |
|                                      |                                                    | <b>Purushottam Agarwal</b>                      | <b>Rohit Sunil Periwal</b>     |
|                                      |                                                    | <b>(Managing Director)</b>                      | <b>(Director)</b>              |
|                                      |                                                    | <b>(DIN-00396869)</b>                           | <b>(DIN-09168445)</b>          |
| <b>Sd/-</b>                          |                                                    |                                                 |                                |
| <b>(CA. Gaurav Nahta)</b>            |                                                    |                                                 |                                |
| <b>Partner</b>                       |                                                    | <b>Sd/-</b>                                     | <b>Sd/-</b>                    |
| <b>M. No. 116735</b>                 |                                                    | <b>Kishan Yadav</b>                             | <b>Hemangi A Vasoya</b>        |
| <b>Place: Ahmedabad</b>              |                                                    | <b>(Director &amp; Chief Financial Officer)</b> | <b>(Company Secretary)</b>     |
| <b>Date: 28.05.2026</b>              |                                                    | <b>(DIN: 02845697)</b>                          | <b>(Membership no A-72732)</b> |
| <b>UDIN: 26116735SBRM2R3666</b>      |                                                    |                                                 |                                |

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS****1. Property, Plant and Equipment****For the year ended March 31, 2026****Amount in Lakhs**

| <b>Description of Assets</b>                     | <b>Building</b> | <b>Computer</b> | <b>Furniture &amp; Fixture</b> | <b>Plant and machinery</b> | <b>Vehicles</b> | <b>Office Equipments</b> | <b>Total</b>    |
|--------------------------------------------------|-----------------|-----------------|--------------------------------|----------------------------|-----------------|--------------------------|-----------------|
| <b>I. Cost</b>                                   |                 |                 |                                |                            |                 |                          |                 |
| <b>Balance as at 1<sup>st</sup> April, 2025</b>  | 872.43          | 49.20           | 63.44                          | 3,886.92                   | 358.56          | 96.86                    | 5,327.41        |
| Additions during the year                        | -               | 2.35            | -                              | 58.50                      | -               | 1.51                     | 62.36           |
| Disposals during the year                        | -               | -               | -                              | 8.00                       | -               | -                        | 8.00            |
| <b>Balance as at March 31<sup>st</sup>, 2026</b> | <b>872.43</b>   | <b>51.55</b>    | <b>63.44</b>                   | <b>3,937.42</b>            | <b>358.56</b>   | <b>98.38</b>             | <b>5,381.77</b> |
| <b>II. Accumulated depreciation</b>              |                 |                 |                                |                            |                 |                          |                 |
| <b>Balance as at 1<sup>st</sup> April, 2025</b>  | <b>707.02</b>   | <b>46.29</b>    | <b>53.16</b>                   | <b>3,449.91</b>            | <b>270.95</b>   | <b>83.68</b>             | <b>4,611.01</b> |
| Depreciation expense for the year                | 15.24           | 0.86            | 2.13                           | 53.77                      | 23.39           | 2.47                     | 97.87           |
| Disposals during the year                        | -               | -               | -                              | 2.28                       | -               | -                        | 2.28            |
| <b>Balance as at March 31<sup>st</sup>, 2026</b> | <b>722.27</b>   | <b>47.15</b>    | <b>55.30</b>                   | <b>3,501.39</b>            | <b>294.34</b>   | <b>86.15</b>             | <b>4,706.60</b> |
| <b>III. Net Block</b>                            |                 |                 |                                |                            |                 |                          |                 |
| <b>As at March 31<sup>st</sup>, 2026</b>         | <b>150.16</b>   | <b>4.40</b>     | <b>8.14</b>                    | <b>436.03</b>              | <b>64.22</b>    | <b>12.22</b>             | <b>675.18</b>   |



For the year ended March 31, 2025

Amount in Lakhs

| Description of Assets                            | Building      | Computer     | Furniture & Fixture | Plant and machinery | Vehicles      | Office Equipments | Total           |
|--------------------------------------------------|---------------|--------------|---------------------|---------------------|---------------|-------------------|-----------------|
| <b>I. Cost</b>                                   |               |              |                     |                     |               |                   |                 |
| <b>Balance as at 1<sup>st</sup> April, 2024</b>  | <b>872.43</b> | <b>48.19</b> | <b>63.44</b>        | <b>3,808.29</b>     | <b>333.30</b> | <b>94.98</b>      | <b>5,220.62</b> |
| Additions during the year                        | -             | 1.01         | -                   | 101.34              | 86.35         | 1.88              | 190.58          |
| Disposals during the year                        | -             | -            | -                   | 22.71               | 61.08         | -                 | 83.80           |
| <b>Balance as at March 31<sup>st</sup>, 2025</b> | <b>872.43</b> | <b>49.20</b> | <b>63.44</b>        | <b>3,886.92</b>     | <b>358.56</b> | <b>96.86</b>      | <b>5,327.41</b> |
| <b>II. Accumulated depreciation</b>              |               |              |                     |                     |               |                   |                 |
| <b>Balance as at 1<sup>st</sup> April, 2024</b>  | <b>690.09</b> | <b>45.21</b> | <b>50.28</b>        | <b>3,416.60</b>     | <b>299.23</b> | <b>80.94</b>      | <b>4,582.34</b> |
| Depreciation expense for the year                | 16.94         | 1.08         | 2.88                | 55.95               | 29.26         | 2.75              | 108.85          |
| Disposals during the year                        | -             | -            | -                   | 22.64               | 57.54         | -                 | 80.18           |
| <b>Balance as at March 31<sup>st</sup>, 2025</b> | <b>707.02</b> | <b>46.29</b> | <b>53.16</b>        | <b>3,449.91</b>     | <b>270.95</b> | <b>83.68</b>      | <b>4,611.01</b> |
| <b>III. Net Block</b>                            |               |              |                     |                     |               |                   |                 |
| <b>As at March 31<sup>st</sup>, 2025</b>         | <b>165.40</b> | <b>2.91</b>  | <b>10</b>           | <b>437</b>          | <b>88</b>     | <b>13</b>         | <b>716</b>      |

**2. Other Intangible Assets**

| For the year ended March 31, 2026                |                 | Amount in Lakhs |
|--------------------------------------------------|-----------------|-----------------|
| Description of Assets                            | Pipelines (ROU) | Total           |
| <b>I. Cost</b>                                   |                 |                 |
| Balance as at 1 <sup>st</sup> April, 2025        | 703.18          | 703.18          |
| Additions during the year                        |                 |                 |
| Disposals during the year                        |                 |                 |
| Balance as at March 31 <sup>st</sup> , 2026      | <b>703.18</b>   | <b>703.18</b>   |
| <b>II. Accumulated Amortisation</b>              |                 |                 |
| Balance as at 1 <sup>st</sup> April, 2025        | 237.26          | 237.26          |
| Amortization expense for the year                | -               | -               |
| Disposals during the year                        |                 |                 |
| Balance as at March 31 <sup>st</sup> , 2026      | <b>237.26</b>   | <b>237.26</b>   |
| <b>III. Net Block</b>                            |                 |                 |
| As at March 31 <sup>st</sup> , 2026              | <b>465.92</b>   | <b>465.92</b>   |
| For the year ended March 31 <sup>st</sup> , 2026 |                 | Amount in Lakhs |
| Description of Assets                            | Pipelines (ROU) | Total           |
| <b>I. Cost</b>                                   |                 |                 |
| Balance as at 1 <sup>st</sup> April, 2024        | 703.18          | 703.18          |
| Additions during the year                        |                 |                 |
| Disposals during the year                        |                 |                 |
| Balance as at March 31 <sup>st</sup> , 2025      | <b>703.18</b>   | <b>703.18</b>   |
| <b>II. Accumulated Amortisation</b>              |                 |                 |
| Balance as at 1 <sup>st</sup> April, 2024        | 237.26          | 237.26          |
| Amortization expense for the year                | -               | -               |
| Disposals during the year                        |                 |                 |
| Balance as at March 31 <sup>st</sup> , 2025      | <b>237.26</b>   | <b>237.26</b>   |
| <b>III. Net Block</b>                            |                 |                 |
| As at March 31 <sup>st</sup> , 2025              | <b>465.92</b>   | <b>465.92</b>   |



|                                                 | As at March 31,<br>2026<br>Amount in Lakhs | As at March 31,<br>2025<br>Amount in Lakhs |
|-------------------------------------------------|--------------------------------------------|--------------------------------------------|
| <b>3. Other Financial Assets</b>                |                                            |                                            |
| Security deposits                               | 95.08                                      | 81.66                                      |
| Bank deposits with more than 12 months maturity | -                                          | -                                          |
|                                                 | <b>95.08</b>                               | <b>81.66</b>                               |

**5. Inventories**

|                       | As at March 31,<br>2026<br>Amount in Lakhs | As at March 31,<br>2025<br>Amount in Lakhs |
|-----------------------|--------------------------------------------|--------------------------------------------|
| (a) Raw Materials     | 809.60                                     | 918.19                                     |
| (b) Work-in-Progress  | 683.63                                     | 957.13                                     |
| (c) Finished Goods    | 5,765.78                                   | 5,544.08                                   |
| (d) Stores and Spares | 420.60                                     | 385.89                                     |
| (e) Others            | -                                          | -                                          |
| Colour Chemicals      | 375.33                                     | 380.93                                     |
| Packing Materials     | 45.45                                      | 37.20                                      |
| Coal & Fire Wood      | 70.32                                      | 72.61                                      |
|                       | <b>8,170.70</b>                            | <b>8,296.04</b>                            |

**6. Trade Receivables**

|                                                | As at March 31, 2026<br>Amount in Lakhs | As at March 31,<br>2025<br>Amount in Lakhs |
|------------------------------------------------|-----------------------------------------|--------------------------------------------|
| Current                                        | -                                       | -                                          |
| Undisputed Trade receivables - Considered good | 6499.31                                 | 5620.46                                    |
| Less Expected Credit Loss                      | (30.52)                                 | (27.24)                                    |
|                                                | <b>6468.79</b>                          | <b>5593.22</b>                             |

**Trade Receivables Ageing Schedule**

As at March 31, 2026

Amount in Lakhs

| SrNo | 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                         | 4634.73                                                    | 465.55            | 385.63    | 699.81            | 6185.72 |
| 2    | Undisputed Trade receivables - which have significant increase in risk | -                                                          | -                 | -         | -                 | -       |
| 3    | Undisputed Trade receivables - credit impaired                         | -                                                          | -                 | -         | -                 | -       |
| 4    | Disputed Trade receivables - Considered good                           | -                                                          | -                 | 9.69      | 303.89            | 313.59  |



|                                  |                                                                      |             |            |            |             |                |
|----------------------------------|----------------------------------------------------------------------|-------------|------------|------------|-------------|----------------|
| 5                                | Disputed Trade receivables - which have significant increase in risk | -           | -          | -          | -           | -              |
| 6                                | Disputed Trade receivables - credit impaired                         | -           | -          | -          | -           | -              |
|                                  | <b>Total</b>                                                         | <b>4635</b> | <b>466</b> | <b>395</b> | <b>1004</b> | <b>6499.31</b> |
| <b>Less Expected Credit Loss</b> |                                                                      |             |            |            |             | <b>(30.52)</b> |
| <b>Trade Receivables</b>         |                                                                      |             |            |            |             | <b>6468.79</b> |

**As at March 31, 2025**

**Amount in Lakhs**

| SrNo                             | 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                         | 4,318.13                                                   | 70.14             | 260.72     | 656.70            | 5,305.69        |
| 2                                | Undisputed Trade receivables - which have significant increase in risk |                                                            |                   |            |                   |                 |
| 3                                | Undisputed Trade receivables - credit impaired                         |                                                            |                   |            |                   |                 |
| 4                                | Disputed Trade receivables - Considered good                           | -                                                          | 7.37              | 122.49     | 184.92            | 314.78          |
| 5                                | Disputed Trade receivables - which have significant increase in risk   | -                                                          | -                 | -          | -                 |                 |
| 6                                | Disputed Trade receivables - credit impaired                           |                                                            |                   |            |                   |                 |
|                                  | <b>Total</b>                                                           | <b>4,318</b>                                               | <b>78</b>         | <b>383</b> | <b>842</b>        | <b>5,620.46</b> |
| <b>Less Expected Credit Loss</b> |                                                                        |                                                            |                   |            |                   | <b>(27.54)</b>  |
| <b>Trade Receivables</b>         |                                                                        |                                                            |                   |            |                   | <b>5593.22</b>  |

|                                                              | <b>As at March 31, 2026<br/>Amount in Lakhs</b> | <b>As at March 31, 2025<br/>Amount in Lakhs</b> |
|--------------------------------------------------------------|-------------------------------------------------|-------------------------------------------------|
| <b>7. Cash and cash equivalents</b>                          |                                                 |                                                 |
| (a) Balances with Banks                                      | 111.69                                          | -                                               |
| (b) Cash on Hand                                             | 7.08                                            | 9.97                                            |
|                                                              | <b>118.77</b>                                   | <b>115.27</b>                                   |
| <b>8. Bank balances other than cash and cash equivalents</b> | <b>As at March 31, 2026<br/>Amount in Lakhs</b> | <b>As at March 31, 2025<br/>Amount in Lakhs</b> |
| (a) Balance held as Margin Money                             | 180.19                                          | 173.74                                          |
|                                                              | <b>180.19</b>                                   | <b>173.74</b>                                   |
| <b>9. Other Financial Assets</b>                             |                                                 |                                                 |
| Interest receivable from Security Deposit                    | 4.46                                            | 4.42                                            |
|                                                              | <b>4.46</b>                                     | <b>4.42</b>                                     |
| <b>10. Current Tax Assets</b>                                |                                                 |                                                 |



|                                                           |                |                |
|-----------------------------------------------------------|----------------|----------------|
| TDS Receivables                                           | 268.99         | 208.12         |
| Less Provision for Tax                                    | (68.50)        | (70.00)        |
|                                                           | <b>200.49</b>  | <b>138.12</b>  |
| <b>11. Other Current Assets</b>                           |                |                |
| Advances Other advances                                   | 278.08         | 133.96         |
| Prepaid Expenses                                          | 11.54          | 13.10          |
| GST Receivables                                           | 479.39         | 295.65         |
|                                                           | <b>769.01</b>  | <b>442.71</b>  |
| <b>12. Share capital</b>                                  |                |                |
| <b>Authorised</b>                                         |                |                |
| 1,00,00,000 (PY 1,00,00,000) Equity Shares                |                |                |
| of Rs. 10/- each with voting rights                       | 1000.00        | 1000.00        |
|                                                           | <b>1000.00</b> | <b>1000.00</b> |
| <b>Issued, subscribed and fully paid-up share capital</b> |                |                |
| 95,00,000 (PY: 95,00,000) Equity Shares of                |                |                |
| Rs 10/- each with voting rights                           | 950.00         | 950.00         |
|                                                           | <b>950.00</b>  | <b>950.00</b>  |

**Notes**

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

|                                      | As at<br>March 31, 2026 |                    | As at<br>March 31, 2025 |                    |
|--------------------------------------|-------------------------|--------------------|-------------------------|--------------------|
|                                      | Number of<br>Shares     | Amount in<br>Lakhs | Number of<br>Shares     | Amount in<br>Lakhs |
| As the beginning of the year         | 95.00                   | 950.00             | 95.00                   | 950.00             |
| Share capital issued during the year | -                       | -                  | -                       | -                  |
| Outstanding at the end of the year   | <b>95.00</b>            | <b>950.00</b>      | <b>95.00</b>            | <b>950.00</b>      |

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

| Equity shares of Rs. 10 each<br>fully paid | As at March 31, 2026  |                                               | As at March 31, 2025  |                                            |
|--------------------------------------------|-----------------------|-----------------------------------------------|-----------------------|--------------------------------------------|
| Class of shares / Name of<br>shareholder   | No. of Shares<br>held | % of holding<br>in that<br>class of<br>Shares | No. of Shares<br>held | % of holding in<br>that<br>class of Shares |
| <b>Equity shares fully paid up</b>         |                       |                                               |                       |                                            |
| Purushottam R. Agarwal                     | 18.08                 | 19.03%                                        | 18.08                 | 19.03%                                     |
| Pursuhottam R. Agarwal HUF                 | 24.92                 | 26.24%                                        | 24.92                 | 26.24%                                     |

**(b) Shareholding of Promoters**

| Shares held by promoters as at March 31, 2026 |                            |                                |                      |                             |
|-----------------------------------------------|----------------------------|--------------------------------|----------------------|-----------------------------|
| S.No                                          | Promoter name              | No. of Shares<br>(Rs. in Lacs) | % of total<br>shares | % Change<br>during the year |
| 1                                             | Pursuhottam R. Agarwal     | 18.08                          | 19.03%               | 0.00%                       |
| 2                                             | Pursuhottam R. Agarwal HUF | 24.92                          | 26.24%               | 0.00%                       |
| 3                                             | Somna P Agarwal            | 1.42                           | 1.49%                | 0.00%                       |
| 4                                             | Nirmala P Agarwal          | 0.00                           | 0.00%                | 0.00%                       |
| 5                                             | Tilokchand and Sons        | 0.49                           | 0.50%                | 0.00%                       |
| <b>Total</b>                                  |                            | <b>44.91</b>                   | <b>47.26%</b>        | <b>0.00%</b>                |

| Shares held by promoters as at March 31, 2025 |                            |                                |                      |                             |
|-----------------------------------------------|----------------------------|--------------------------------|----------------------|-----------------------------|
| S.No                                          | Promoter name              | No. of Shares<br>(Rs. in Lacs) | % of total<br>shares | % Change<br>during the year |
| 1                                             | Pursuhottam R. Agarwal     | 18.08                          | 19.03%               | 0.00%                       |
| 2                                             | Pursuhottam R. Agarwal HUF | 24.92                          | 26.24%               | 0.00%                       |
| 3                                             | Somna P Agarwal            | 1.42                           | 1.49%                | 0.00%                       |
| 4                                             | Nirmala P Agarwal          | 0.00                           | 0.00%                | 0.00%                       |
| 5                                             | Tilokchand and Sons        | 0.49                           | 0.50%                | 0.00%                       |
| <b>Total</b>                                  |                            | <b>44,90,675</b>               | <b>44.91</b>         | <b>47.26%</b>               |

**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<br>March, 2026    | As at 31<br>March, 2025                         | As at 31<br>March, 2024 | As at 31<br>March, 2023                         | As at 31<br>March, 2022 |
| Equity shares with voting rights     | 95.00                      | 95.00                                           | 95.00                   | 95.00                                           | 95.00                   |
| Fully paid up pursuant to contracts  | -                          | -                                               | -                       | -                                               | -                       |
| Fully paid up by way of bonus shares | -                          | -                                               | -                       | -                                               | -                       |
| Shares bought back                   | -                          | -                                               | -                       | -                                               | -                       |
|                                      |                            | <b>As at March 31, 2026<br/>Amount in Lakhs</b> |                         | <b>As at March 31, 2025<br/>Amount in Lakhs</b> |                         |



|                         |                |                |
|-------------------------|----------------|----------------|
| <b>13. Other Equity</b> |                |                |
| Capital Reserve         | 61.10          | 61.10          |
| Security Premium        | 173.67         | 173.67         |
| Retained Earnings       | 2578.54        | 2350.53        |
|                         | <b>2813.30</b> | <b>2585.29</b> |

**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**

|                                                         | <b>As at<br/>March 31,<br/>2026<br/>Amount in<br/>Lakhs</b> | <b>As at<br/>March 31,<br/>2025<br/>Amount in<br/>Lakhs</b> |
|---------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|
| <b>a. Term Loans</b>                                    |                                                             |                                                             |
| <b>(i) From Banks</b>                                   |                                                             |                                                             |
| (a) The Karur Vysya Bank Limited                        | 2341.53                                                     | 2527.09                                                     |
| (b) Car Loan                                            | 51.95                                                       | 68.93                                                       |
| <b>(ii) From Banks - Unsecured</b>                      |                                                             |                                                             |
| (a) ICICI Bank                                          | 97.90                                                       | -                                                           |
| (b) IDFC Bank                                           | 73.64                                                       | 13,15,879                                                   |
| (c) The Karur Vysya Bank Limited                        | 100.00                                                      | -                                                           |
| <b>(iii) From Financial Institutions - Unsecured</b>    | 278.96                                                      | -                                                           |
| Less: Current Maturities                                | (395.36)                                                    | (188.65)                                                    |
| <b>Total loan from Banks and Financial Institutions</b> | <b>2548.86</b>                                              | <b>2407.37</b>                                              |
| <b>b. Loan From Others</b>                              | 521.52                                                      | 435.28                                                      |
| <b>Total Non-current borrowing (a+b)</b>                | <b>3070.15</b>                                              | <b>2842.64</b>                                              |
| <b>Current</b>                                          |                                                             |                                                             |
| a. Loans repayable on demand                            |                                                             |                                                             |
| (i) From Banks                                          |                                                             |                                                             |
| a) Current Maturities                                   | 395.36                                                      | 188.65                                                      |
| b) Bank of Baroda C/C                                   | 1848.81                                                     | 1847.75                                                     |
| c) Bank of India C/C                                    | 1546.78                                                     | 1548.21                                                     |
| d) Bank of Baroda FDOD                                  | 0.39                                                        | 0.35                                                        |
| <b>Total Current borrowing</b>                          | <b>3791.34</b>                                              | <b>3584.96</b>                                              |

**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 11% to 12% per annum. The facilities are further secured by mortgaged of certain immovable properties owned by Director and other relatives.

- "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.

- Vehicle loans are hypothicated against the vehicles.

HDFC - vehicle loan, balance outstanding amounting to Rs. 4.49 Lakhs (Previous year Rs. 8.98 Lacs) is repayable after one year. Rate of interest 9.00% p.a. as at year end.

Mercedes Car Finance loan- balance outstanding amounting to Rs 47.47 Lakhs (Previous year Rs 59.94 Lakhs) is repayable after one year. Rate of interest is 8.70 % to 10.00 % p.a. as at the year end.

- The company has been granted unsecured loans from banks and other financial institutions during the current year which carries rate of interest ranging from 13 % to 16% repayable in 2.5 to 3 years.

- Default in terms of repayment and interest is Nil.

|                                                 | As at<br>March 31, 2026<br>Amount in Lakhs | As at<br>March 31, 2024<br>Amount in Lakhs |
|-------------------------------------------------|--------------------------------------------|--------------------------------------------|
| <b>5</b>                                        |                                            |                                            |
| <b>04. DEFERRED TAX LIABILITIES (NET)</b>       |                                            |                                            |
| <b>(A) Deferred tax assets</b>                  |                                            |                                            |
| i. Difference between book and tax depreciation | 26.01                                      | 10.55                                      |
| ii. Other                                       | -                                          | -                                          |
|                                                 | <b>26.01</b>                               | <b>10.55</b>                               |
| <b>a. Deferred tax liabilities</b>              |                                            |                                            |
| i. Difference between book and tax depreciation | -                                          | 3.81                                       |
| ii. Other                                       | -                                          | -                                          |
|                                                 |                                            |                                            |
| <b>Total</b>                                    | <b>26.01</b>                               | <b>6.74</b>                                |



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

| Particulars                                      | As at 1 <sup>st</sup><br>April,2025 | Charged/(Credited)<br>to Profit or Loss | Charged/<br>(Credited)<br>to OCI | As at 31 <sup>st</sup><br>March,2026 |
|--------------------------------------------------|-------------------------------------|-----------------------------------------|----------------------------------|--------------------------------------|
| <b>Recognized in P and L</b>                     |                                     |                                         |                                  |                                      |
| (i) Difference between book and tax depreciation | 3.81                                | (19.00)                                 | -                                | (15.19)                              |
| (ii) EIR                                         | (3.70)                              | 0.56                                    | -                                | (3.14)                               |
| (iii) ECL                                        | (6.86)                              | (0.83)                                  | -                                | (7.68)                               |
| <b>Total</b>                                     | <b>(6.74)</b>                       | <b>(19.26)</b>                          | <b>-</b>                         | <b>(26.01)</b>                       |

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

| Particulars                                      | As at 1 <sup>st</sup><br>April,2024 | Charged/(Credited)<br>to Profit or Loss | Charged/<br>(Credited)<br>to OCI | As at 31 <sup>st</sup><br>March,2025 |
|--------------------------------------------------|-------------------------------------|-----------------------------------------|----------------------------------|--------------------------------------|
| <b>Recognized in P and L</b>                     |                                     |                                         |                                  |                                      |
| (i) Difference between book and tax depreciation | (5.96)                              | 9.77                                    | -                                | 3.81                                 |
| (ii) EIR                                         | (0.79)                              | (2.91)                                  | -                                | (3.70)                               |
| (iii) ECL                                        | 1.60                                | (8.45)                                  | -                                | (6.86)                               |
| <b>Total</b>                                     | <b>(5.15)</b>                       | <b>(2.59)</b>                           | <b>-</b>                         | <b>(6.74)</b>                        |

|                                                                                        | As at March 31,<br>2026<br>Amount in Lakhs | As at March 31,<br>2025<br>Amount in Lakhs |
|----------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------|
| <b>15. TRADEPAYABLES</b>                                                               |                                            |                                            |
| <b>Current</b>                                                                         |                                            |                                            |
| Total outstanding dues of micro enterprises and small enterprises                      | 239.44                                     | 995.52                                     |
| Total outstanding dues of creditors other than micro enterprises and small enterprises |                                            |                                            |
| Trade Payables                                                                         | 2003.30                                    | 556.39                                     |
| Acceptance                                                                             | 460.08                                     | 521.53                                     |
|                                                                                        | <b>2702.83</b>                             | <b>2073.45</b>                             |

**Trade Payables Ageing Schedule:  
As at March 31, 2026**

| Sr.<br>No. | Particulars            | Outstanding for following periods from<br>due date of receipt |              |           |                         | Total           |
|------------|------------------------|---------------------------------------------------------------|--------------|-----------|-------------------------|-----------------|
|            |                        | Less than<br>1 year                                           | 1-2<br>years | 2-3 Years | More<br>than<br>3 Years |                 |
| 1          | MSME                   | 180.57                                                        | -            | -         | 58.88                   | 239.44          |
| 2          | Others                 | 2,463.38                                                      | -            | -         | -                       | 2,463.38        |
| 3          | Disputed dues - MSME   |                                                               |              |           |                         | -               |
| 4          | Disputed dues - Others |                                                               |              |           |                         | -               |
|            | <b>Total</b>           | <b>2,643.95</b>                                               | <b>-</b>     | <b>-</b>  | <b>58.88</b>            | <b>2,702.83</b> |



**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 | 2-3 Years | More than 3 Years |                |
| 1       | MSME                   | 936.64                                                     | -         | 58.88     | -                 | 995.52         |
| 2       | Others                 | 1077.92                                                    | -         | -         | -                 | 1077.92        |
| 3       | Disputed dues - MSME   | -                                                          | -         | -         | -                 | -              |
| 4       | Disputed dues - Others | -                                                          | -         | -         | -                 | -              |
|         | <b>Total</b>           | <b>2014.56</b>                                             | <b>-</b>  | <b>-</b>  | <b>58.88</b>      | <b>2073.44</b> |

**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, 2026<br>Amount in Lakhs | As at March 31, 2025<br>Amount in Lakhs |
|-------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------------------|
| 1.    | Principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year.                                                                                                                                                                    |                                         |                                         |
|       | Principal                                                                                                                                                                                                                                                                            | <b>239.44</b>                           | <b>995.52</b>                           |
|       | 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                                     |



| <b>16. OTHER CURRENT LIABILITIES:</b> |                                                       | <b>As at March 31,<br/>2026<br/>Amount in Lakhs</b> | <b>As at March 31,<br/>2025<br/>Amount in Lakhs</b> |
|---------------------------------------|-------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------|
| a)                                    | Statutory remittances                                 | 19.87                                               | 19.08                                               |
| b)                                    | Payables on purchase of fixed assets                  | 23.57                                               | 37.44                                               |
| c)                                    | Payables for expenses                                 |                                                     |                                                     |
|                                       | Dues to Micro, Small and Medium enterprise            | 1405.42                                             | 1875.34                                             |
|                                       | Dues to other than Micro, Small and Medium enterprise | 2208.76                                             | 1920.65                                             |
| d)                                    | Advance from Customer                                 | 61.57                                               | 9.02                                                |
|                                       |                                                       | <b>3719.18</b>                                      | <b>3861.53</b>                                      |

| <b>17. Provisions</b>    | <b>As at March 31,<br/>2026<br/>Amount in Lakhs</b> | <b>As at March 31,<br/>2025<br/>Amount in Lakhs</b> |
|--------------------------|-----------------------------------------------------|-----------------------------------------------------|
| Other Expenses Provision | 127.81                                              | 136.37                                              |
|                          | <b>127.81</b>                                       | <b>136.37</b>                                       |

| <b>18. Revenue from Operations</b>  | <b>As at March 31,<br/>2026<br/>Amount in Lakhs</b> | <b>As at March 31,<br/>2025<br/>Amount in Lakhs</b> |
|-------------------------------------|-----------------------------------------------------|-----------------------------------------------------|
| <b>Sales of Products / Turnover</b> |                                                     |                                                     |
| Finished Goods                      | 10839.12                                            | 12438.95                                            |
| Traded Goods Grey Sales             | 60.24                                               | 95.13                                               |
| Yarn Sales                          | 16.23                                               | 65.07                                               |
| Export Sales                        | 4.44                                                | 44.19                                               |
| <b>LESS</b>                         |                                                     |                                                     |
| Sales Return                        | (229.85)                                            | (357.06)                                            |
| Commission                          | (122.12)                                            | (177.30)                                            |
| <b>Sale of services</b>             |                                                     |                                                     |
| Job Work                            | 5718.32                                             | 6358.65                                             |
|                                     | <b>16286.38</b>                                     | <b>18467.63</b>                                     |

| <b>19. Other Income</b>        | <b>As at March 31,<br/>2026<br/>Amount in Lakhs</b> | <b>As at March 31,<br/>2025<br/>Amount in Lakhs</b> |
|--------------------------------|-----------------------------------------------------|-----------------------------------------------------|
| Foreign Exchange Gain/(Loss)   | (1.56)                                              | 1.23                                                |
| Interest on Fixed Deposit      | 16.45                                               | 14.50                                               |
| Interest on Income tax Refund  | 9.06                                                | 3.11                                                |
| Rent Income                    | 1.86                                                | 1.86                                                |
| Duty Drawback                  | -                                                   | 0.46                                                |
| Profit on sale of Fixed Assets | -                                                   | 6.62                                                |
| Export Incentive (MEIS Sale)   | -                                                   | 9.52                                                |
| Total Other income             | <b>25.81</b>                                        | <b>37.29</b>                                        |



| <b>20. <u>Cost of Material Consumed</u></b> | <b>As at March 31,<br/>2026<br/>Amount in Lakhs</b> | <b>As at March 31,<br/>2025<br/>Amount in Lakhs</b> |
|---------------------------------------------|-----------------------------------------------------|-----------------------------------------------------|
| <b>Raw Material</b>                         |                                                     |                                                     |
| Opening Stock                               | 918.19                                              | 758.30                                              |
| Add : Purchase                              | 6,418.17                                            | 9142.90                                             |
| Add: yarn purchase                          | 607.43                                              | 329.11                                              |
| Add : Grey Dalali                           | 3.00                                                | 13.85                                               |
| Less: Closing Stock                         | (809.60)                                            | (918.19)                                            |
|                                             | <b>7137.19</b>                                      | <b>9325.98</b>                                      |

| <b>21. <u>Purchase of Stock in Trade</u></b> | <b>As at March 31,<br/>2026<br/>Amount in Lakhs</b> | <b>As at March 31,<br/>2025<br/>Amount in Lakhs</b> |
|----------------------------------------------|-----------------------------------------------------|-----------------------------------------------------|
| Grey Purchase                                | 60.24                                               | 91.51                                               |
| Yarn Purchase                                | 14.11                                               | 62.06                                               |
|                                              | <b>74.35</b>                                        | <b>153.57</b>                                       |

| <b>22. <u>Changes in Inventory of Finished Goods, Stock in Trade and WIP:</u></b> | <b>As at March 31,<br/>2026<br/>Amount in Lakhs</b> | <b>As at March 31,<br/>2025<br/>Amount in Lakhs</b> |
|-----------------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------|
| Opening Stock                                                                     |                                                     |                                                     |
| (i) Finished Goods                                                                | 5,544.08                                            | 5,225.20                                            |
| (iii) Work-in-process (Job Work)                                                  | 247.32                                              | 127.34                                              |
| (iv) Work-in-Process                                                              | 709.82                                              | 503.61                                              |
|                                                                                   | <b>6501.22</b>                                      | <b>5856.14</b>                                      |
| Closing Stock                                                                     |                                                     |                                                     |
| (i) Finished Goods                                                                | 5,765.78                                            | 5,544.08                                            |
| (iii) Work-in-process (Job Work)                                                  | 418.21                                              | 247.32                                              |
| (iv) Work-in-Process                                                              | 265.42                                              | 709.82                                              |
|                                                                                   | <b>6,449.41</b>                                     | <b>6,501.22</b>                                     |
|                                                                                   | <b>51.81</b>                                        | <b>(645.07)</b>                                     |

| <b>23. <u>Employee Benefit Expense</u></b>     | <b>As at March 31,<br/>2026<br/>Amount in Lakhs</b> | <b>As at March 31,<br/>2025<br/>Amount in Lakhs</b> |
|------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------|
| Salaries and Wages                             | 644.79                                              | 627.58                                              |
| Contribution to Provident Fund and Other Funds | 21.69                                               | 28.13                                               |
| Staff welfare expenses                         | 12.25                                               | 8.14                                                |
| Director Remuneration                          | 36.00                                               | 36.02                                               |
|                                                | <b>714.74</b>                                       | <b>699.86</b>                                       |



| <b>24. Finance Cost</b>   | <b>As at March 31,<br/>2026<br/>Amount in Lakhs</b> | <b>As at March 31,<br/>2025<br/>Amount in Lakhs</b> |
|---------------------------|-----------------------------------------------------|-----------------------------------------------------|
| Bank Commission & Charges | 37.75                                               | 92.64                                               |
| Bank Interest             | 575.46                                              | 599.73                                              |
| Interest to Others        | 46.56                                               | 35.57                                               |
| Finance cost EIR          | 2.21                                                | (13.13)                                             |
|                           | <b>661.99</b>                                       | <b>714.81</b>                                       |

| <b>25. Other Expenses</b>         | <b>As at March 31,<br/>2026<br/>Amount in Lakhs</b> | <b>As at March 31,<br/>2025<br/>Amount in Lakhs</b> |
|-----------------------------------|-----------------------------------------------------|-----------------------------------------------------|
| Colour Chemical Consumed          | 1,847.47                                            | 1,974.83                                            |
| Packing Material Consumed         | 93.58                                               | 108.14                                              |
| Power & Fuel Consumed             | 2,728.54                                            | 3,069.71                                            |
| Store & Spare Consumed            | 754.10                                              | 703.33                                              |
| Process Charges                   | 1,296.36                                            | 1,328.69                                            |
| Freight & Octroi Cartage          | 53.41                                               | 80.59                                               |
| Factory Expenses                  | 10.92                                               | 9.18                                                |
| Testing charges                   | 0.45                                                | 1.24                                                |
| Pollution Control Exps.           | 175.55                                              | 192.01                                              |
| Postage & Telephone Expenses      | 7.74                                                | 9.45                                                |
| Printing & Stationery             | 7.26                                                | 8.30                                                |
| Rent, Rate & Taxes                | 34.77                                               | 28.51                                               |
| Insurance Charges                 | 30.07                                               | 23.53                                               |
| Director Sitting Fees             | 0.82                                                | 1.76                                                |
| Consulting & Professional Charges | 28.60                                               | 31.89                                               |
| Auditors Remuneration             | 5.00                                                | 4.50                                                |
| Advertisement                     | 0.30                                                | 0.23                                                |
| Charity & Donation                | 8.41                                                | 3.74                                                |
| Electric Expenses                 | 4.54                                                | 4.84                                                |
| Office & General Expenses         | 3.78                                                | 4.02                                                |
| Vehicle Expenses                  | 19.67                                               | 17.01                                               |
| Legal Expenses                    | 1.82                                                | 2.73                                                |
| Misc. Expenses                    | 1.34                                                | 5.55                                                |
| Computer Expenses                 | 7.47                                                | 5.48                                                |
| Claim Vatav Incentive (Net)       | 116.82                                              | 177.53                                              |
| Sales Promotion Expenses          | 13.20                                               | 12.96                                               |
| Travelling Expenses               | 24.75                                               | 23.56                                               |
| Foreign Travelling Expenses       | 0.79                                                | 2.86                                                |
| Clearing & forwarding             | 0.49                                                | 0.53                                                |
| Interest on TDS                   | 0.85                                                | 5.13                                                |
| Interest on GST                   | 3.28                                                | 2.96                                                |
| GST Charges                       | 1,847.47                                            | 1,974.83                                            |
| ECL Expenses                      | 93.58                                               | 108.14                                              |
| Loss on Sale of Machinery         | 3.92                                                | -                                                   |
| Lease Rent                        | 0.93                                                | -                                                   |



|                                 |                |                |
|---------------------------------|----------------|----------------|
| Ground Water Charges            | 4.61           | 1.58           |
| Penalty on Ground Water Charges | 2.50           | -              |
| Sundry Balance W/o              | -              | -              |
| <b>Total</b>                    | <b>7294.13</b> | <b>7846.36</b> |
| Payments to auditor as          |                |                |
| (a) Statutory Auditors          | 4.00           | 4.50           |
| (b) Tax Audit                   | 1.00           | -              |
|                                 | <b>7294.13</b> | <b>7846.36</b> |

| 26. <u>INCOME TAX:</u> |                                                                               | As at March 31,<br>2026<br>Amount in Lakhs | As at March 31,<br>2025<br>Amount in Lakhs |
|------------------------|-------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------|
| (a)                    | The major components of income tax expenses for the year ended March 31, 2026 |                                            |                                            |
|                        | Statement of profit and loss:                                                 |                                            |                                            |
|                        | Current income tax:                                                           |                                            |                                            |
|                        | Current income tax charge                                                     | 68.50                                      | 53.00                                      |
|                        | Adjustment in respect of income tax charge of previous years                  | 2.87                                       | (1.32)                                     |
|                        | Deferred tax:                                                                 |                                            |                                            |
|                        | Charges relating to origination and reversal of temporary differences         | (19.26)                                    | (20.17)                                    |
|                        | Income tax expenses reported in statement of profit and loss                  | 52.11                                      | 31.51                                      |
| (b)                    | Other Comprehensive Income (OCI) section                                      | -                                          | -                                          |
|                        | Deferred tax related to items recognised in OCI during the year               | -                                          | -                                          |
|                        |                                                                               | As at March 31,<br>2026<br>Amount in Lakhs | As at March 31,<br>2025<br>Amount in Lakhs |
|                        | Net loss / (gain) on remeasurements 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**

|                                                              | <b>As at March 31,<br/>2026<br/>Amount in Lakhs</b> | <b>As at March 31,<br/>2025<br/>Amount in Lakhs</b> |
|--------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------|
| Profit/(Loss) before tax as per Statement of Profit and loss | <b>280.12</b>                                       | <b>300.57</b>                                       |
| <b>Income tax using the Company's domestic tax rate</b>      | 70.51                                               | 75.65                                               |
| <b>Tax Effect of:</b>                                        |                                                     |                                                     |
| Expenses not allowable/ (allowable) under Income Tax Act     | 22.86                                               | 26.85                                               |
| Expenses allowable under Income Tax Act                      | (36.42)                                             | (28.86)                                             |
| Others                                                       |                                                     | 2.27                                                |
| Tax expenses as per Books                                    | 56.94                                               | 75.91                                               |
| Income taxes for earlier years                               | 2.87                                                | (2.83)                                              |
| Deferred tax on other items                                  | (19.26)                                             | (1.59)                                              |
| Tax expenses as per Books                                    | <b>40.55</b>                                        | <b>71.49</b>                                        |
| <b>Effective tax rate</b>                                    | <b>14%</b>                                          | <b>24%</b>                                          |



|                                                                            |                                                     |                                                     |
|----------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------|
| <b>27. EARNING PER SHARE:</b>                                              |                                                     |                                                     |
|                                                                            | <b>As at March 31,<br/>2026<br/>Amount in Lakhs</b> | <b>As at March 31,<br/>2025<br/>Amount in Lakhs</b> |
| Net Profit/ (Loss) for the year (Amount in Rs.)                            | 228.01                                              | 234.99                                              |
| Number of equity shares (Weighted Average )                                | 95.00                                               | 95.00                                               |
| Basic Earnings per Share (Rs.)                                             | 2.40                                                | 2.47                                                |
| Diluted Earnings Per Share (Rs.)                                           | 2.40                                                | 2.47                                                |
| <b>28. COMMITMENTS, CONTINGENT LIABILITIES AND ASSETS:</b>                 |                                                     |                                                     |
|                                                                            | <b>As at March 31,<br/>2026<br/>Amount in Lakhs</b> | <b>As at March 31,<br/>2025<br/>Amount in Lakhs</b> |
| Estimated amounts of contracts remaining to be executed on capital account | -                                                   | 12.60                                               |
| Income tax demand for the A.Y. 14-15                                       | 3.27                                                | 3.27                                                |
| Income tax demand for the A.Y. 19-20                                       | 32.77                                               | 157.73                                              |
| Bank Guarantee                                                             | 40.00                                               | 40.00                                               |

**Contingent liabilities:**

- The company has filed an appeal with the CIT(A) against the order of Income tax demand for the F.Y. 18-19.
- The company has given the bank guarantee to Torrent Power Ltd.

**Contingent assets:**

There are no contingent assets recognized as at March 31, 2026.

**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 102.00 Lakhs or more for year or Rs 8.50 Lakhs 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**

|                                                                                 |                                         |                  |                  |
|---------------------------------------------------------------------------------|-----------------------------------------|------------------|------------------|
| <b>(i)</b>                                                                      | <b>Revenue from External Customers:</b> |                  |                  |
|                                                                                 | <b>Particulars</b>                      | <b>2025-26</b>   | <b>2024-25</b>   |
|                                                                                 | India                                   | 16,281.95        | 18,423.44        |
|                                                                                 | Outside India                           | 4.44             | 44.19            |
|                                                                                 | <b>Total</b>                            | <b>16,286.38</b> | <b>18,467.63</b> |
| Revenue from external customer is allocated based on the location of customers. |                                         |                  |                  |



|                                   |                |                |  |
|-----------------------------------|----------------|----------------|--|
| <b>(ii) Non - Current Assets:</b> |                |                |  |
| <b>Particulars</b>                | <b>2025-26</b> | <b>2024-25</b> |  |
| India                             | 1262.00        | 1271.00        |  |
| Outside India                     | -              |                |  |
| <b>Total</b>                      | <b>1262.00</b> | <b>1271.00</b> |  |

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 Pvt. Ltd.

**b. Directors and their relatives & Key Managerial**

**Personnel:**

| <b>PARTICULARS</b>             | <b>RELATION/DESIGNATION</b> | <b>DATE</b>        |
|--------------------------------|-----------------------------|--------------------|
| 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:**

| <b>Particulars</b>    | <b>As on 31.03.2026</b>               |                                                   | <b>As on 31.03.2025</b>                |                                                   |
|-----------------------|---------------------------------------|---------------------------------------------------|----------------------------------------|---------------------------------------------------|
|                       | <b>Directors' Relatives &amp; KMP</b> | <b>Concerns in which Directors are interested</b> | <b>Directors', Relatives &amp; KMP</b> | <b>Concerns in which Directors are interested</b> |
| Sales & other Inc.    | -                                     | 1,278.01                                          | -                                      | 2,785.86                                          |
| Purchase & other Ser. | -                                     | 682.50                                            | -                                      | 1,658.28                                          |
| Remuneration          | 36.00                                 | -                                                 | 36.03                                  | -                                                 |
| Sitting Fees          | 15.00                                 |                                                   | 15.02                                  |                                                   |
| Deposit Received      | 0.82                                  | -                                                 | 1.76                                   | -                                                 |
| Deposit Paid          | 200.00                                | 322.24                                            | 45.00                                  | 99.25                                             |
| Interest Recd.        | 20.00                                 | 961.91                                            | 25.00                                  | 204.25                                            |
| Interest Paid         | -                                     | -                                                 | -                                      | -                                                 |
| Rent Paid             | -                                     | -                                                 | -                                      | -                                                 |
| Investment in Equity  | 12.30                                 | -                                                 | 12.30                                  | -                                                 |



|                               |      |   |      |   |
|-------------------------------|------|---|------|---|
| Salary to KMP                 | -    | - | -    | - |
| Balance outstanding Dr./ (Cr) | 5.98 | - | 6.99 | - |

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 the year.
- (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                                                                                                                                    | 31st March 2026                      | 31st March 2025                      |
|------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------------|
| Sales in Domestic Market                                                                                                                       | 10,915.60                            | 12,599.15                            |
| Sales in Export Market                                                                                                                         | 4.44                                 | 44.19                                |
| Job Work Income                                                                                                                                | 5,718.32                             | 6,358.65                             |
| Less:                                                                                                                                          |                                      |                                      |
| Sales Return                                                                                                                                   | (229.85)                             | (357.06)                             |
| Commission                                                                                                                                     | (122.12)                             | (177.30)                             |
| <b>Total Revenue</b>                                                                                                                           | <b>16,286.38</b>                     | <b>18,467.63</b>                     |
| <b>A) Disaggregated revenue information</b>                                                                                                    |                                      |                                      |
| <b>Set out below is the disaggregation of the company's revenue from contracts with customers:</b>                                             |                                      |                                      |
| Segment                                                                                                                                        | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
| <b>Type of goods or service</b>                                                                                                                |                                      |                                      |
| Sale of manufactured goods                                                                                                                     | 10,843.56                            | 12,483.14                            |
| Sale of traded products                                                                                                                        | 76.47                                | 160.20                               |
| Sale of Services                                                                                                                               | 5,718.32                             | 6,358.65                             |
| <b>Total revenue from contracts with customers</b>                                                                                             | <b>16,638.35</b>                     | <b>19,001.99</b>                     |
| India                                                                                                                                          | 16,633.92                            | 18,957.80                            |
| Outside India                                                                                                                                  | 4.44                                 | 44.19                                |
| <b>Total revenue from contracts with customers</b>                                                                                             | <b>16,638.35</b>                     | <b>19,001.99</b>                     |
| <b>Timing of revenue recognition</b>                                                                                                           |                                      |                                      |
| Goods transferred at a point in time                                                                                                           | <b>16,638.35</b>                     | <b>19,001.99</b>                     |
| Total revenue from contracts with customers                                                                                                    | 16,638.35                            | 19,001.99                            |
| <b>Set out below, is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information</b> |                                      |                                      |
| Segment                                                                                                                                        | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
| Revenue                                                                                                                                        |                                      |                                      |
| External customer                                                                                                                              | 16638.35                             | 19001.99                             |
| Inter-segment                                                                                                                                  |                                      |                                      |
| Inter-segment adjustment and elimination                                                                                                       |                                      |                                      |
| <b>Total revenue from contracts with</b>                                                                                                       | <b>16638.35</b>                      | <b>19001.99</b>                      |



|                                                                                                                                                                                                      |                                              |                                              |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|----------------------------------------------|
| customers                                                                                                                                                                                            |                                              |                                              |
|                                                                                                                                                                                                      |                                              |                                              |
|                                                                                                                                                                                                      |                                              |                                              |
| <b>B) Contract balances</b>                                                                                                                                                                          |                                              |                                              |
| <b>The following table provides information about receivables, contract assets and contract liabilities from contract with customers</b>                                                             |                                              |                                              |
| <b>Particulars</b>                                                                                                                                                                                   | <b>For the year ended<br/>March 31, 2026</b> | <b>For the year ended<br/>March 31, 2025</b> |
| <b>Trade receivables*</b>                                                                                                                                                                            | 6468.79                                      | 5593.22                                      |
| <b>Contract liabilities</b>                                                                                                                                                                          |                                              |                                              |
| <b>Advances from customers</b>                                                                                                                                                                       | 61.57                                        | 9.02                                         |
| <b>*Trade receivables are non-interest bearing and are generally on terms of 0 to 180 days.</b>                                                                                                      |                                              |                                              |
|                                                                                                                                                                                                      |                                              |                                              |
| <b>C) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price</b>                                                                                 |                                              |                                              |
| <b>Particulars</b>                                                                                                                                                                                   | <b>For the year ended<br/>March 31, 2026</b> | <b>For the year ended<br/>March 31, 2025</b> |
| <b>Revenue as per contracted price</b>                                                                                                                                                               |                                              |                                              |
|                                                                                                                                                                                                      |                                              |                                              |
| Sales from Dying and Printing                                                                                                                                                                        | 16638.35                                     | 19001.99                                     |
|                                                                                                                                                                                                      |                                              |                                              |
| Less:                                                                                                                                                                                                |                                              |                                              |
| Sales Return                                                                                                                                                                                         | (229.85)                                     | (357.06)                                     |
| Commission                                                                                                                                                                                           | (122.12)                                     | (177.30)                                     |
| <b>Revenue from contract with customers</b>                                                                                                                                                          | <b>16286.38</b>                              | <b>18467.63</b>                              |
| <b>* Revenue net of discounts, claims and commission</b>                                                                                                                                             |                                              |                                              |
|                                                                                                                                                                                                      |                                              |                                              |
| <b>D) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price</b>                                                                                 |                                              |                                              |
| <b>Particulars</b>                                                                                                                                                                                   | <b>For the year ended<br/>March 31, 2026</b> | <b>For the year ended<br/>March 31, 2025</b> |
| <b>Advances from customers</b>                                                                                                                                                                       | 61.57                                        | 9.02                                         |
|                                                                                                                                                                                                      | <b>61.57</b>                                 | <b>9.02</b>                                  |
|                                                                                                                                                                                                      |                                              |                                              |
| <b>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.</b> |                                              |                                              |

### 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<br>March 31,<br>2026 | For the year ended<br>March 31, 2025 |
|-------------|-----------------------------------------|--------------------------------------|
| Debt (i)    | 6861.00                                 | 6428.00                              |



|                                       |                |                |
|---------------------------------------|----------------|----------------|
| Cash and bank balances (Refer Note 9) | 299.00         | 289.00         |
| <b>Net debt</b>                       | <b>6563.00</b> | <b>6139.00</b> |
| <b>Total equity</b>                   | <b>3763.00</b> | <b>3535.00</b> |
| <b>Net debt to equity ratio</b>       | <b>1.74</b>    | <b>1.74</b>    |

Debt is defined as long-term and short-term borrowing, as described in notes 14

## 2. Categories of financial instruments:

| Particulars                                                             | As at March 31, 2026 |              |  | As at March 31, 2025 |              |
|-------------------------------------------------------------------------|----------------------|--------------|--|----------------------|--------------|
|                                                                         | Carrying values      | Fair values  |  | Carrying values      | Fair values  |
| <b><u>Financial assets</u></b>                                          |                      |              |  |                      |              |
| <b><u>Measured at amortised cost</u></b>                                |                      |              |  |                      |              |
| Investments                                                             | -                    | -            |  | -                    | -            |
| Loans                                                                   |                      |              |  |                      |              |
| Trade receivables                                                       | 6,469                | 6,469        |  | 5,593                | 5,593        |
| Cash and cash equivalents                                               | 299                  | 299          |  | 289                  | 289          |
| Other Financial Assets                                                  | 100                  | 100          |  | 86                   | 86           |
| <b>Total Financial Assets carried at amortised cost (A)</b>             | <b>6,867</b>         | <b>6,867</b> |  | <b>5,968</b>         | <b>5,968</b> |
| <b><u>Measured at fair value through profit and loss</u></b>            |                      |              |  |                      |              |
| Current investments in mutual funds                                     | -                    | -            |  | -                    | -            |
| <b>Total Financial Assets at fair value through profit and loss (B)</b> | <b>-</b>             | <b>-</b>     |  | <b>-</b>             | <b>-</b>     |
| <b>Total Financial Assets (A+B)</b>                                     | <b>6,867</b>         | <b>6,867</b> |  | <b>5,968</b>         | <b>5,968</b> |
| <b><u>Financial liabilities</u></b>                                     |                      |              |  |                      |              |
| <b><u>Measured at amortised cost</u></b>                                |                      |              |  |                      |              |
| Non-current liabilities                                                 |                      |              |  |                      |              |
| Non-Current borrowings *                                                | 3,070                | 3,070        |  | 2,843                | 2,843        |
| <b><u>Current liabilities</u></b>                                       |                      |              |  |                      |              |
| Short-term borrowings                                                   | 3,791                | 3,791        |  | 3,585                | 3,585        |
| Trade payables                                                          | 2,703                | 2,703        |  | 2,073                | 2,073        |
| Other financial liabilities                                             | -                    | -            |  | -                    | -            |
| <b>Financial Liabilities measured at amortised cost</b>                 | <b>9,564</b>         | <b>9,564</b> |  | <b>8,501</b>         | <b>8,501</b> |
| <b>Total Financial Liabilities</b>                                      | <b>9,564</b>         | <b>9,564</b> |  | <b>8,501</b>         | <b>8,501</b> |

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, 2026 |      |     | As at March 31, 2025 |      |       |
|-----------------------------------------------------------------------|----------------------|------|-----|----------------------|------|-------|
|                                                                       | USD                  | EURO | INR | USD                  | EURO | INR   |
| <b>Financial assets</b>                                               |                      |      |     |                      |      |       |
| <b>Non-current financial assets</b>                                   |                      |      |     |                      |      |       |
| Investments                                                           | -                    | -    | -   | -                    | -    | -     |
| Advances to supplier                                                  | -                    | -    | -   | -                    | -    | -     |
| <b>Total non-current financial assets</b>                             | -                    | -    | -   | -                    | -    | -     |
| <b>Current financial assets</b>                                       | -                    | -    | -   | -                    | -    | -     |
| Trade receivables (Exports)                                           | -                    | -    | -   | 2.10                 |      |       |
| Cash and cash equivalents                                             |                      | -    | -   | -                    | -    | -     |
| <b>Total current financial assets</b>                                 | -                    | -    |     | <b>2.10</b>          |      |       |
| <b>Total financial assets</b>                                         | -                    | -    |     | <b>2.10</b>          |      |       |
| <b>Financial liabilities</b>                                          |                      |      |     |                      |      |       |
| <b>Non-current financial liabilities</b>                              |                      |      |     |                      |      |       |
| Borrowings                                                            | -                    | -    | -   | -                    | -    | -     |
| <b>Total non-current financial liabilities</b>                        | -                    | -    | -   | -                    | -    | -     |
| <b>Current financial liabilities</b>                                  |                      |      |     |                      |      |       |
| Borrowings                                                            | -                    | -    | -   | -                    | -    | -     |
| Trade payables                                                        | 0.10                 | -    | -   | 0.55                 |      | 46.65 |
| Others                                                                | -                    | -    | -   | -                    |      |       |
| <b>Total current financial liabilities</b>                            | <b>0.10</b>          | -    | -   | <b>0.55</b>          |      | -     |
| <b>Total financial liabilities</b>                                    | 0.10                 | -    | -   | 0.55                 |      |       |
| <b>Excess of financial liabilities over financial assets</b>          | <b>0.10</b>          | -    | -   | <b>(1.55)</b>        |      |       |
| <b>Hedge foreign currency risk</b>                                    | -                    | -    | -   | -                    |      |       |
| <b>Unhedge foreign currency risk</b>                                  | <b>0.10</b>          | -    | -   | <b>(1.55)</b>        |      |       |
| <b>Sensitivity impact on Net liabilities/(assets) exposure at 10%</b> | <b>0.01</b>          | -    |     | <b>(0.16)</b>        |      |       |

**5. 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, 2026 |                                 | As at March 31, 2025 |                                 |
|---------------|----------------------|---------------------------------|----------------------|---------------------------------|
|               | Gross amount         | Interest at Sensitivity @ 0.50% | Gross amount         | Interest at Sensitivity @ 0.50% |
| Fixed Loan    | 522.00               | N.A.                            | 435.00               | NA                              |
| Variable Loan | 6340.00              | 32.00                           | 5992.00              | 30.00                           |
| <b>Total</b>  | <b>6861.00</b>       | <b>32.00</b>                    | <b>6428.00</b>       | <b>30.00</b>                    |

#### 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, 2026 |                 |               |                 | As at March 31, 2025 |               |               |                 |
|------------------------------------------------|----------------------|-----------------|---------------|-----------------|----------------------|---------------|---------------|-----------------|
|                                                | < 1year              | 1-5 years       | > 5 years     | Total           | < 1year              | 1-5 years     | > 5 years     | Total           |
| <b>Financial assets</b>                        |                      |                 |               |                 |                      |               |               |                 |
| <b>Non-current</b>                             |                      |                 |               |                 |                      |               |               |                 |
| Investments                                    |                      |                 |               | -               | -                    | -             | -             | -               |
| Other Financial Assets                         | 13.52                | 21.08           | 60.49         | 95.08           | 13.14                | 7.93          | 60.59         | 81.66           |
| <b>Total non-current financial assets</b>      | <b>13.52</b>         | <b>21.08</b>    | <b>60.49</b>  | <b>95.08</b>    | <b>13.14</b>         | <b>7.93</b>   | <b>60.59</b>  | <b>81.66</b>    |
| <b>Current</b>                                 |                      |                 |               |                 |                      |               |               |                 |
| Trade receivables                              | 5,100.28             | 580.11          | 788.39        | 6,468.79        | 4,444.53             | 388.24        | 787.70        | 5,620.46        |
| Cash and cash equivalents                      | -                    | -               | -             | -               | 283.55               | 5.45          | -             | 289.00          |
| <b>Total current financial assets</b>          | <b>5,100.28</b>      | <b>580.11</b>   | <b>788.39</b> | <b>6,468.79</b> | <b>4,728.08</b>      | <b>393.69</b> | <b>787.70</b> | <b>5,909.47</b> |
| <b>Total financial assets</b>                  | <b>5,113.80</b>      | <b>601.19</b>   | <b>848.88</b> | <b>6,563.87</b> | <b>4,741.23</b>      | <b>401.62</b> | <b>848.29</b> | <b>5,991.13</b> |
| <b>Financial liabilities</b>                   |                      |                 |               |                 |                      |               |               |                 |
| <b>Non-current</b>                             |                      |                 |               |                 |                      |               |               |                 |
| Borrowings                                     | 750.50               | 2,715.00        | -             | 3,465.50        | 2,683.73             | 362.26        | -             | 3,070.15        |
| <b>Total non-current financial liabilities</b> | <b>750.50</b>        | <b>2,715.00</b> | <b>-</b>      | <b>3,465.50</b> | <b>2,683.73</b>      | <b>362.26</b> | <b>-</b>      | <b>3,070.15</b> |
|                                                |                      |                 |               |                 |                      |               |               |                 |



|                                            |                 |                 |          |                 |                 |               |          |                 |
|--------------------------------------------|-----------------|-----------------|----------|-----------------|-----------------|---------------|----------|-----------------|
| <b>Current</b>                             |                 |                 |          |                 |                 |               |          |                 |
| +Borrowings                                | 3,395.99        | -               | -        | 3,395.99        | 3,396.31        | -             | -        | 3,791.34        |
| Trade payables                             | 0.03            | 58.92           | -        | 58.95           | -               | -             | -        | -               |
| Other financial liabilities                | -               | -               | -        | -               | -               | -             | -        | -               |
| <b>Total current financial liabilities</b> | <b>3,396.01</b> | <b>58.92</b>    | <b>-</b> | <b>3,396.00</b> | <b>3,396.31</b> | <b>-</b>      | <b>-</b> | <b>3,396.30</b> |
| <b>Total financial liabilities</b>         | <b>4,146.51</b> | <b>2,773.93</b> | <b>-</b> | <b>6,861.51</b> | <b>6,080.04</b> | <b>362.26</b> | <b>-</b> | <b>6,466.45</b> |

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

| Particulars                                 | Amount in Lakhs  |                  |
|---------------------------------------------|------------------|------------------|
|                                             | 31 March 2026    | 31 March 2025    |
| <b><u>Sales of Goods:</u></b>               |                  |                  |
| Finished Goods                              | 10,839.12        | 12,438.95        |
| Traded Goods Grey Sales                     | 60.24            | 95.13            |
| Yarn Sales                                  | 16.23            | 65.07            |
| Export Sales                                | 4.44             | 44.19            |
| <b><u>Sales of Services</u></b>             |                  |                  |
| Job Work                                    | 5,718.32         | 6,358.65         |
| <b>Revenue as per contracted price</b>      | <b>16,638.35</b> | <b>19,001.99</b> |
| <b><u>Adjustments:</u></b>                  |                  |                  |
| Discounts / rebates / incentives            |                  | -                |
| Sales returns / credits / reversals         | (229.85)         | (357.06)         |
| Deferment of revenue                        |                  |                  |
| Any other adjustments                       | (122.12)         | (177.30)         |
| <b>Revenue from contract with customers</b> | <b>16286.38</b>  | <b>18467.63</b>  |
|                                             |                  |                  |

**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 2026    | 31 March 2025    |
|-------------------------------------------------------------------|------------------|------------------|
| <b>First and / or Second charge</b>                               |                  |                  |
| <b>I. Current Financial Assets</b>                                |                  |                  |
| Trade receivables                                                 | 6,468.79         | 5,593.22         |
| Bank balances                                                     | 180.19           | 173.74           |
| Other financial assets                                            | 4.46             | 4.42             |
| <b>II. Current Assets</b>                                         |                  |                  |
| Inventories                                                       | 8,170.70         | 8,296.04         |
| Other Current Assets                                              | 769.01           | 442.71           |
| <b>Total current assets Hypothecated/Mortgage as security</b>     | <b>15,593.15</b> | <b>14,510.13</b> |
| <b>First and / or Second charge</b>                               |                  |                  |
| <b>III Property, Plant and Equipment</b>                          |                  |                  |
| A. Plant and Equipments                                           | 436.03           | 437.01           |
| B. Freehold land                                                  |                  |                  |
| C. Buildings                                                      | 150.16           | 165.40           |
| D. Lease Hold Improvements                                        |                  |                  |
| E. Furniture & Fittings                                           | 8.14             | 10.28            |
| F. Office Equipments                                              | 12.22            | 13.18            |
| G. Vehicles                                                       | 64.22            | 87.62            |
| H. Computer                                                       | 4.40             | 2.91             |
| I. Electronic Equipment                                           |                  |                  |
| J. Intangible Assets                                              | 465.92           | 465.92           |
| IV. Capital work in progress                                      |                  |                  |
| V Non-Current Financial Assets                                    |                  |                  |
| Investment                                                        |                  |                  |
| Other Financial Assets                                            | 95.08            | 81.66            |
| VI. Other Non-Current Assets                                      |                  |                  |
| <b>Total non-current assets Hypothecated/Mortgage as security</b> | <b>1,236.18</b>  | <b>1,263.99</b>  |
| <b>Total Assets Hypothecated/Mortgage as security</b>             | <b>16,829.33</b> | <b>15,774.12</b> |

**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 Government of India has notified the Code on Social Security, 2020 and the Industrial Relations Code, 2020 along with related rules thereunder. The Company is in the process of assessing the impact of these Codes on employee benefits, employment terms and related compliances. Pending evaluation of the full impact and operational implementation of the applicable provisions, no effect has been recognised in the financial statements.

**40.** The financial statements were approved for issue by the board of directors on 29<sup>th</sup> May, 2026.



- 41.** Figures have been presented in 'Lakhs' of rupees with two decimals.
- 42.** 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.
- 43.** 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.
- a. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
  - b. 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.
  - c. 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.
  - d. 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.
  - e. 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.
  - f. 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;
    - 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 to or on behalf of the Ultimate Beneficiaries.
  - g. 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).
  - h. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 44.** Ratio is attached as per separate sheet.



| 44      | Ratio Analysis                                                                                                                                                                                                                                                 |                             |                             |            |                                                                                          |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|------------|------------------------------------------------------------------------------------------|
|         | <b>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.</b> |                             |                             |            |                                                                                          |
| Sr. No. | Ratio                                                                                                                                                                                                                                                          | 31 <sup>st</sup> March 2026 | 31 <sup>st</sup> March 2025 | % Variance | Reason for variance                                                                      |
| 1       | Current ratio                                                                                                                                                                                                                                                  | 1.54                        | 1.53                        | -1%        | N. A                                                                                     |
| 2       | Debt equity ratio                                                                                                                                                                                                                                              | 1.82                        | 1.82                        | 0%         | N. A                                                                                     |
| 3       | Debt service coverage ratio                                                                                                                                                                                                                                    | 2.41                        | 0.00004                     | -6145767%  | Debt repayment is considerably higher in the previous year compared to the current year. |
| 4       | Interest service coverage ratio                                                                                                                                                                                                                                | 1.45                        | 1.47                        | 2%         | N. A                                                                                     |
| 5       | Return on Equity                                                                                                                                                                                                                                               | 6.25                        | 7.24                        | -14%       | N. A                                                                                     |
| 6       | Inventory turnover ratio                                                                                                                                                                                                                                       | 1.73                        | 2.11                        | 18%        | N. A                                                                                     |
| 7       | Trader receivable turnover ratio                                                                                                                                                                                                                               | 2.70                        | 3.22                        | 16%        | N. A                                                                                     |
| 8       | Trade payable turnover ratio                                                                                                                                                                                                                                   | 1.33                        | 2.10                        | 37%        | N. A                                                                                     |
| 9       | Net capital turnover ratio                                                                                                                                                                                                                                     | 3.05                        | 4.03                        | 24%        | N. A                                                                                     |
| 10      | Net profit ratio                                                                                                                                                                                                                                               | 1.40                        | 1.27                        | 10%        | N. A                                                                                     |
| 11      | Return on capital employed                                                                                                                                                                                                                                     | 0.13                        | 0.15                        | 10%        | N. A                                                                                     |
| 12      | Return on investment                                                                                                                                                                                                                                           | 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                         | Hemangi A Vasoya        |
|                                                            |                                             | (Director & Chief Financial Officer) | (Company Secretary)     |
| Place : Ahmedabad                                          |                                             | (DIN: 02845697)                      | (Membership no A-72732) |
| Date : 28.05.2026                                          |                                             |                                      |                         |
| UDIN: 26116735SBRM2R3666                                   |                                             |                                      |                         |



**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]**

**38<sup>TH</sup> 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 **38<sup>TH</sup> Annual General Meeting** of the Company held on **Wednesday, 30<sup>th</sup> September, 2026** 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

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**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 **38<sup>TH</sup> Annual General Meeting** of the Company, to be held on **Wednesday, 30<sup>th</sup> September, 2026** 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 2025-26                                                 |     |         |
| 2.   | RE-APPOINTMENT OF MR. PURUSHOTTAM RADHESHYAM AGARWAL (DIN: 00396869) AS A DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT |     |         |
| 3.   | RE-APPOINTMENT OF MR. PURUSHOTTAM RADHESHYAM AGARWAL (DIN: 00396869) AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY                                              |     |         |
| 4.   | RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR 2026-27.                                                                             |     |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2026

Affix  
Re.1  
Revenue  
Stamp

Signature of the Shareholder

Signature of the Proxy holder(s)

**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.



**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.