BRFL
Bombay Rayon Fashions Limited

NSE/BSE/25/2017-18

04th September, 2017

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Scrip Code-BRFL

To,
Corporate Relationship Department,
The BSE Limited
Phiroze Jeejebhoy Towers,
1st Floor, Dalal Street,
Mumbai – 400 001

Scrip Code - 532678

Dear Sir/Madam,

Sub: Intimation about ensuing Annual General Meeting & Book Closure dates pursuant to Section 91 of Companies Act 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the subject captioned above, please note that the 24th Annual General Meeting ("AGM") of the Company is scheduled to be held on Tuesday, 26th September, 2017 at "Sheila Raheja Hall" Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (W), Mumbai -400 049 at 11.30 a.m.

The Company has fixed 19th September, 2017 as a cut-off date for the purpose of determining the members those who are eligible to cast their votes by electronic means or during the AGM.

The Company has provided its members the facility to exercise their vote at the aforesaid AGM by electronic means (Remote e-voting) as well as through ballot at the AGM, on all resolutions set forth in the notice to those members. The E-voting period commences on Saturday, 23rd September, 2017 (9.00 a.m. IST) and ends on Monday, 25th September, 2017(5.00 p.m. IST).

Kindly also note that pursuant to the provisions of Section 91 of the Companies Act, 2013 and the Rules made thereunder, the Register of Members of Company shall remain closed from Tuesday, 19th September, 2017 to Tuesday, 26th September 2017 (both days inclusive) for the purpose of AGM.

Further enclosed herewith the Notice of AGM of the Company for the financial year 2016-17.

You are requested to kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For **Bombay Rayon Fashions Limited**

Prachi Deshpande
Company Secretary

Bombay Rayon Fashions Ltd. MUMBAI

D-1st Floor, Oberoi Garden Estate, Chandivali Farms Road, Chandivali Andheri (E)
Mumbai - 400 072. India. • Tel. : +91 22 3985 8800 • Fax : +91 22 3985 8700
E-mail : mail@bombayrayon.com • Website : www.bombayrayon.com
CIN of Bombay Rayon Fashions Ltd. : L17120MH1992PLC066880

Notice

NOTICE is hereby given that the Twenty fourth Annual General Meeting of the Shareholders of BOMBAY RAYON FASHIONS LIMITED will be held on Tuesday, 26th September, 2017 at Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai – 400 049, at 11:30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:

   a) the audited financial statements of the Company for the financial year ended 31st March 2017 comprising of Balance sheet as at 31st March 2017, Statement of Profit & Loss Accounts and Cash Flow for the financial year ended on that date along with the reports of the Board of Directors and the Auditors thereon; and

   b) the audited consolidated financial statement of the Company and its subsidiaries for the financial year ended 31st March 2017 comprising of Balance sheet as at 31st March 2017, Statement of Profit & Loss Accounts and Cash Flow for the financial year ended on that date along with the report of the Auditors thereon.

2. To appoint a Director in place of Mr. Janardan Agrawal (DIN – 00019497), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Mr. A. R. Mundra (DIN – 00019234), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

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

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) M/s. P. R. Agrawal & Awasthi, Chartered Accountants, registered with the Institute of Chartered Accountants of India (ICAI) bearing registration number 117940W, be and are hereby appointed as Statutory Auditors of the Company, in place of M/s. VK Beswal & Associates, Chartered Accountants, for a period of five years i.e. to hold office from conclusion of this Annual General Meeting till conclusion of the Twenty Ninth Annual General Meeting of the Company, subject to ratification of their appointment in every annual general meeting, and the Board of Directors be authorized to fix their remuneration and out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors;

   RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/or Ms. Prachi Deshpande, Director of Secretarial & Corporate Affairs, be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. **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 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and appointment as made by the Board upon recommendation of the Audit Committee of the Company M/s. K. S. Kamalakara & Co., Cost Accountants, Bangalore (Firm Registration No. 000296), Cost Auditors, to conduct the audit of the cost records of the Company for the financial year 2017-18 at payment of remuneration of Rs. 5,00,000/- (Rupees Five lacs only) plus applicable

Government Taxes and reimbursement of travelling and actual out of pocket expenses incurred in relation to performance of their duties, be and is hereby ratified and approved;

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby authorised to do all such acts, deeds and things as are necessary to give effect to the resolution."

6. **Issue of balance Equity Shares and Optionally Convertible Debentures pursuant to implementation of the BRFL S4A Scheme:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62, 71 of the Companies Act, 2013 including any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force and hereinafter collectively referred as "Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended including vide SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2017) (hereinafter refer to as "ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (as amended including vide SEBI (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2017) (the "Takeover Regulations") and other applicable guidelines, clarifications, rules, regulations issued by the Securities and Exchange Board of India, the Listing Agreement entered into between the Company and BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), Reserve Bank of India (RBI) Circulars dated 13th June, 2016 and circular no. DBR.NO.BP.BC.33/21.04.132/2016-17 dated 10th November, 2016 ("RBI S4A Circulars"), Reserve Bank of India (RBI) Circular No. DBR.BP.BC.No.101/21.04.132/ 2014-15 dated 8th June 2015 ("RBI SDR Circular"), any other applicable laws in force, and provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s), sanction(s), if required, of concerned statutory authorities and subject to such condition(s) and modification(s) as may be imposed or prescribed by any of them while granting such approvals, consents, permissions sanctions, and which may be agreed to by the Board (hereinafter which term shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, on Preferential basis;

(i) Upto 1,93,10,061 (One Crore Ninety Three Lakhs Ten Thousand Sixty One) Equity Shares of face value Rs. 10/- each ("Equity Shares"), being the balance shares pursuant to RBI S4A scheme, at a price of Rs. 140.50 per equity shares (being the price calculated with reference to the 'Reference Date,' i.e. November, 25, 2016), as determined pursuant to guidelines for determining the conversion price as specified in the RBI SDR Circular, to State Bank of India ('the Bank'), in such manner and on such terms and conditions as may be determined by the Board in accordance with the S4A Agreements / S4A Documents executed by the Company as per the BRFL S4A Scheme approved for implementation by the Company in terms of the S4A Circulars, based on the consent received from State Bank of India for subscribing to the Equity Shares of the Company by appropriating the outstanding loan/debt of Rs. 271,30,63,571/- (Rupees Two Seventy One Crores Thirty Lakhs Sixty Three Thousand Five Hundred Seventy One only).

(ii) Upto 1,06,732 Optionally Convertible Debentures ("OCDs") of the Company of face value of Rs. 1000/- each, in one or more tranches, for a value not exceeding Rs.10,67,32,000/- (Rupees Ten Crores Sixty Seven Lakhs Thirty Two Thousand only) to State Bank of India, in such manner and on

such terms and conditions as may be determined by the Board in accordance with the S4A Agreements/S4A Documents executed by the Company as per the BRFL S4A Scheme approved for implementation by the Company in terms of the S4A Circulars, based on the consents received from State Bank of India for subscribing to the OCDs of the Company, with an option to apply for such number of fully paid equity shares of the Company of face value of Rs. 10/- each, at an issue price determined in accordance with the applicable law including the applicable guidelines of the RBI (hereinafter Equity Shares and OCDs collectively referred to as "the Securities"), at any time in terms of the S4A Documents by the lender or holder of OCDs:

RESOLVED FURTHER THAT

a) The Reference Date in relation to pricing of the aforesaid issue of Equity Shares, in accordance with the RBI SDR Circular would be 25th November, 2016, being the date when the JLF accorded it's approval for implementation of the BRFL S4A Scheme.

b) The consideration for the allotment of securities which is by the outstanding loan/debt due to the proposed allottees/Lenders payable by the Company under Part B Debt, as per the terms of the BRFL S4A Scheme, will be appropriated at the time of allotment of the securities.

c) The OCD holders shall have right to apply for such number of fully paid up Equity Shares of the Company of face value of Rs.10/- at any time in terms of the S4A Documents upon exercise of option for conversion of debentures into equity shares in accordance with the applicable law;

d) Allotment of the equity shares pursuant to conversion of Securities be made only in dematerialised form;

e) The Equity Shares to be issued and allotted (including those as a result of conversion of OCDs) be listed and traded on the floor of BSE Ltd (BSE) and National Stock Exchange of India Ltd (NSE) and be subject to the provisions of the Memorandum and Articles of Association of the Company;

f) The Equity Shares to be issued and allotted (including those as a result of conversion of OCDs) and the OCDs shall be subject to the provisions of the applicable law (including to the extent applicable subject to the lock-in provisions under the SEBI ICDR Regulations);

g) The Equity Shares to be issued and allotted (including those as a result of conversion of OCDs) shall rank pari passu with the existing equity shares of the Company in all respects including that of payment of dividend, if any and the Company shall, at all times, maintain sufficient un-issued equity shares for the above purpose and;

h) The Board / Committee be and is hereby authorized to decide and/or modify the terms and conditions of allotment of Securities including the terms of conversion of Securities into equity shares of the Company in accordance with the provisions of extant Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board /Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Securities and listing of the Equity Shares with the stock exchange(s) as appropriate and for the purpose of giving effect to the above, the Board/Committee be and is hereby authorized to agree, make, accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit including condition(s), modification(s) and alteration(s) stipulated or required by any relevant authority or under applicable laws, rules, regulations or guidelines and give such directions and instructions as may be necessary to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said

Securities and to do all acts, deeds and things in connection therewith and incidental thereto as the Board/Committee in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities, issue and allotment of the Securities, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board/Committee in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board and any Committee thereof be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company respectively and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and/or regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

By Order of the Board
For **Bombay Rayon Fashions Limited**

Prachi Deshpande
Company Secretary

Place: Mumbai
Dated: August 28, 2017

Registered Office Address:
D 1st Floor, Oberoi Garden Estates, Chandivali Farms,
Chandivali, Andheri (East),
Mumbai – 400072
CIN: L17120MH1992PLC066880
TEL No: +91 22 -61068800/7106 8800, **Fax No :**+91 22 61068830
Mail: investors@bombayrayon.com, **Website:**www.bombayrayon.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for the commencement of the meeting. Proxies submitted on behalf of the companies, etc, must be supported by appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing given to the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a duly certified true copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Any members proposes to seek any clarification on the accounts requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply to the same in the meeting.
6. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of contracts or arrangement in which director are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
7. The Register of the Members and the Share Transfer Books of the Company will remain closed from Tuesday, 19thSeptember, 2017 to Tuesday, 26thSeptember, 2017.
8. The Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, for ordinary business and Special Business, as required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 are annexed hereto.
9. Member's attending the meeting are requested to bring with them, their copy of Annual Report and attendance slip attached herewith.
10. The Annual Accounts of the Indian Subsidiary Companies shall be available at the Registered Office of the Company for inspection by any shareholder. The copies of the accounts of Indian subsidiaries required by any shareholders will be provided on written request to the Company Secretary of the Company at the Registered Office of the Company.
12. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on 19th September, 2017 to 25th September, 2017 all working days, except on the date of the Meeting.
13. Members who hold share(s) in dematerialized form are requested to write their Client ID and DP ID and those who hold share(s) in physical form are requested to write their folio number in the attendance slip.
14. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with

Company's Registrar and Transfer Agent in respect of share(s) held in physical form and with respective Depository Participants (DP) where the share(s) are held in dematerialized form. Shareholders holding share(s) in physical form can send their email address for registration to investors@bombayrayon.com quoting the Folio Number and Name of the Company.

15. To ensure prompt receipt of communication, avoid loss in postal transit and reduce paper consumption besides entailing other benefits, the members are requested to provide their email IDs to the depositories who are holding their shares in demat form and the members who are holding their shares in physical form may send the duly filled form to our Registrar and Share Transfer Agent Link intime India private limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 for sending the document in electronic form.

16. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company is under process for transferring the unpaid or unclaimed dividends upto the financial year 2009-2010, to the Investor Education & Protection Fund (the IEPF) established by the Central Government.

17. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.

18. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 24thAnnual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (hereinafter referred to as 'CDSL'). The instructions for members for voting electronically are as under:-

(A) (i) The remote e-voting period begins on Saturday,23rd September,2017 at 9.00 a.m. and ends on Monday,25th September,2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 19th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now, select "Bombay Rayon Fashions Limited" from the drop down menu & click on "Submit"

(v) Now enter your user ID.

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

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

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for Bombay Rayon Fashions Limited.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

Please follow all steps from sl. no. (i) to sl. no. (xix) above, to cast vote.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

The voting rights of shareholders shall be in proportion to their share(s) of the paid up equity share capital of the Company as on the cut-off date (record date) of 19th September, 2017. A person who is not a member as on the cut-off date should treat this notice for information purposes only. Member, who has voted electronically, shall not be entitled to vote at the Meeting.

19. The Company has appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, as a scrutinizer (the 'Scrutinizer') for conducting the voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.

20. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

21. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

22. The results declared along with the Scrutinizer's Report shall be placed on the Company's web-site www.bombayrayon.com and on the web-site of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd., where the shares of the Company are listed, and on the notice Board of its Registered and Corporate Offices.

23. In terms of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is annexed. A member desiring to exercise vote by Ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Mr. Himanshu S. Kamdar, Scrutinizer, C/o Link Intime India Private Limited, Unit: Bombay Rayon Fashions Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Tel No: +91 22 49186000 Fax: +91 22 49186060, E-mail: rnt.helpdesk@linkintime.co.in so as to reach him on or before Monday, September25, 2017, by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.

By Order of the Board
For Bombay Rayon Fashions Limited

Prachi Deshpande
Company Secretary

Place: Mumbai
Dated: August 28, 2017

Registered Office Address:
D 1st Floor, Oberoi Garden Estates, Chandivali Farms,
Chandivali, Andheri (East),
Mumbai – 400072
CIN: L17120MH1992PLC066880
TEL No: +91 22 6106 8800/7106 8800
Fax No :+91 22 6106 8830
Mail: investors@bombayrayon.com
Website: www.bombayrayon.com

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item No. 5:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, payment of remuneration to M/s. K. S. Kamalakara & Co., Cost Accountants, Bangalore (Firm Registration No. 000296) as considered and approved by the Board of Directors, as per the recommendation of the Audit Committee, for the Financial Year 2017-18 of Rs. 5,00,000/- per annum and reimbursement of out of pocket expenses and taxes as may be applicable to the Cost Auditors, Subject to approval of shareholders of the company.

The Board recommends the resolution for the approval of the Members.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested in the above resolutions.

Item No. 6:

Agenda Item No. 6 : Issue of balance Equity Shares and Optionally Convertible Debentures pursuant to implementation of the BRFL S4A Scheme:

The banks and financial institutions described below ("Lenders")had discussed on various resolution options to address the liquidity stress on the Company post implementation of CDR and conversion of part of debt into equity share and recommended the Scheme for Sustainable Structuring of Stressed Assets ("S4A Scheme" or "BRFL S4A Scheme") introduced by the Reserve Bank of India ("RBI") pursuant to its circular dated June 13, 2016 and subsequently revised pursuant to circulars dated November 10, 2016 ("S4A Circulars"):

Sr. No.	Name of the Lenders	Sr. No.	Name of the Lenders
1	State Bank of India including its merged subsidiaries	11	Dena Bank
2	Axis Bank	12	Oriental Bank of Commerce
3	Exim Bank	13	Karnataka Bank
4	Punjab National Bank	14	Indian Bank
5	Allahabad Bank	15	JM Financial Asset Reconstruction Company Ltd.
6	Bank of India	16	Indian Overseas Bank
7	Karur Vysya Bank	17	Union Bank of India
8	IDBI	18	Central Bank of India
9	Corporation Bank	19	Standard Chartered Bank
10	Bank of Maharashtra		

The Lenders in their Joint Lender's Forum ("JLF") Meeting held on October 7, 2016 deliberated on the various resolution options for the Company. Pursuant to the JLF Meeting held on November 25, 2016, the Lenders had decided to consider the S4A Scheme with the Reference Date as November 25, 2016. The Lenders at their JLF Meeting held on November 25, 2016 agreed to convert part of their debt exposure, which is considered as unsustainable, into Equity shares and Optionally Convertible Debentures (OCDs) pursuant to implementation of the S4A Scheme in accordance with and as specified in the financing documents entered/to be entered by the Company with, inter alia, the Lenders for the purpose of implementation of the S4A Scheme (hereinafter referred to as the "S4A Agreements/ S4A Documents").

Pursuant to the implementation of the S4A Scheme which has been adopted by the Joint Lenders Forum of the Lenders (JLF) on November 25, 2016 (Reference Date) and agreed by the JLF on January 9, 2017 and January 16, 2017 and approved by Overseeing Committee (OC) set up by Indian Banking Association in consultation with Reserve Bank of India and in terms of the S4A Agreements, the Company had allotted 10,73,45,243 equity shares of face value of Rs. 10/ - each at a price of Rs. 146.03 per equity shares amounting to Rs. 1567,56,25,835/- and 39,95,092 OCDs of face value of Rs. 1000/- amounting to Rs. 399,50,92,000/- to the following lenders on 24th May, 2017 pursuant to approval received from the shareholders in a duly convened Extra- Ordinary General Meeting held on 20th May, 2017 as against the approval received from the shareholders for allotment of 12,66,55,304 equity shares to the lenders:-

Sr. No.	Name of the Lenders	Sr.	Name of the Lenders
1	State Bank of India including its merged subsidiaries	11	Dena Bank
2	Axis Bank	12	Oriental Bank of Commerce
3	Exim Bank	13	Karnataka Bank
4	Punjab National Bank	14	Indian Bank
5	Allahabad Bank	15	JM Financial Asset Reconstruction Company Ltd.
6	Bank of India	16	Indian Overseas Bank
7	Karur Vysya Bank	17	Union Bank of India
8	IDBI	18	Central Bank of India
9	Corporation Bank	19	Standard Chartered Bank
10	Bank of Maharashtra		

State Bank of India (SBI), one of the lender was allotted 4,37,40,000 equity shares instead of 630,50,061 equity shares that were required to be issued in terms of the BRFL S4A Scheme so as to ensure that the requirement of giving of an open offer to the public in case the holding of SBI in the Company exceeds 25% in terms of the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 are not triggered.

Further Securities and Exchange Board of India (SEBI) had amended Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 & Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, vide it's two different notifications both dated 14th August, 2017 as Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) (Amendment) Regulations, 2017 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2017. Pursuant to amendment in SEBI Takeover Regulation any acquisition of shares by the lenders pursuant to conversion of their debt as part of a debt restructuring scheme implemented in accordance with the guidelines specified by the Reserve Bank of India is exempted from giving open offer to the public in case such acquisition exceeds the threshold limit of 25%, provided that the conditions specified under sub- regulation (5) of regulation 70 of the ICDR Regulations are complied with. SEBI has vide SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2017 also substituted Regulation 70 (5) of the ICDR Regulations by a new sub- regulation which provides for determination of the conversion price for preferential issues of specified securities to be made to the lenders pursuant to conversion of their debt based upon the guidelines specified by RBI and which shall be in compliance with the applicable provisions of the Companies Act, 2013.

Reserve Bank of India (RBI) Circulars dated 13th June, 2016 and circular no. DBR.NO.BP.BC.33/21.04.132/2016-17 dated 10th November, 2016 ("RBI S4A Circulars") has not provided any specific guidelines for pricing of equity shares in case of implementation of S4A. The pricing guidelines are provided in RBI Reserve Bank of India (RBI) Circular No. DBR.BP.BC.No.101/21.04.132/ 2014-15 dated 8th June 2015 ("RBI SDR Circular") which is given hereunder –

(i) conversion of outstanding debt (principal as well as unpaid interest) into equity instruments should be at a 'Fair Value' which will not exceed the lowest of the following, subject to the floor of 'face value' (restrictions under section 53 of the companies act, 2013)-

a) Market value (for listed companies): average of the closing prices of the instrument on a recognized stock exchange during the ten trading days preceding the 'reference date' indicated at (ii) below;

b) Break – up Value : Book value per share to be calculated from the Company's latest audited balance sheet (without considering 'revaluation reserves,' if any) adjusted for cash flows and financials post the earlier restructuring; the balance sheet should not be more than a year old. In case the latest balance sheet is not available this breakup value shall be Rs. 1.

ii) the above fair value will be decided at a 'reference date' which is the date of JLF's decision to implement SDR (in case of other restructuring the respective date of JLF's decision for implementation of that particular restructuring plan).

Accordingly, the pricing for allotment of Equity Shares under BRFL S4A Scheme to SBI will be the lowest of the following –

(a) Average of closing price of the ten trading days preceding the reference date i.e 25th November, 2016 being the date on which JLF has taken decision for implementation of BRFL S4A Scheme; which is Rs. 140.50 &

(b) Book value per share to be calculated from the Company's latest audited balance sheet i.e balance sheet of 31st March, 2016 available on the reference date which is Rs 198.12."

As per Section 62 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, in order to enable the Lenders to convert the outstanding loans or any other financial assistance already availed from the Lenders or as may be availed from the Lenders, from time to time, by the Company, at their option, into Equity Shares and OCDs of the Company, approval would require to be sought from shareholders of the Company by way of Special Resolution.

Further Section 62 of the Act, SEBI ICDR Regulations, the provisions of the Listing Agreement and SEBI LODR Regulations provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise.

Further, as per Section 42 of the Act and the Rule 14 of the Companies (Prospectus of Securities) Rules, 2014, a company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company by a special resolution.

Furthermore, as per Section71 of the Act, the issue of debentures with option to convert such debentures into shares, wholly or partly, requires to be approved by a special resolution passed at a general meeting.

The special resolution, if passed, will have the effect of allowing the Board/Committee to issue and allot Securities to the above mentioned proposed allottee / Lender, on a preferential basis, who is the existing members of the Company.

Since the proposed Special Resolution at Item No.6 result in issue of Securities of the Company to proposed allottees/ Lenders on a preferential basis, who is the member of the Company, in the manner laid down under Section 62 (1) (c) of the Companies Act, 2013, the consent of the shareholders is being sought pursuant to the provisions of Section 42, 62, 71 and all other applicable provisions of the Act and the rules framed thereunder, SEBI ICDR Regulations, the Listing Agreement and the SEBI LODR Regulations.

Accordingly, the Board recommends the resolution as set out in Item No.6, to enable the Lender, in terms of the S4A Agreements entered and as may be specified under the financing documents already executed o in respect of the

Financial Assistance availed, at their option, to convert the whole or part of their respective outstanding Financial Assistances into Equity Shares and OCDs of the Company, and to permit the Company to issue the said Securities to the members of the Company in the manner and upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined.

Equity Shares to be issued and allotted (including arising from conversion of OCDs), would be listed on BSE and NSE, subject to obtaining necessary regulatory approvals, if any.

The following details of the proposed preferential issue of the Securities are disclosed in accordance with the provisions of the Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the law, relevant disclosures/details are given below:

a) **Objects/purpose of the Preferential Issue:**

The object of the issue is to comply with the S4A Scheme for the Company.

b) Total number of shares or other Securities to be issued:

The Board intends to offer, issue and allot-

(i) Upto 1,93,10,061 (One Crore Ninety Three Lakhs Ten Thousand Sixty One) Equity Shares of face value Rs. 10/- each, being the balance shares pursuant to RBI S4A scheme, at a price of Rs. 140.50 per equity shares (being the price calculated with reference to the 'Reference Date,' i.e. November, 25, 2016), as determined pursuant to guidelines for determining the conversion price as specified in the RBI SDR Circular to State Bank of India ('the Bank'), in such manner and on such terms and conditions as may be determined by the Board in accordance with the S4A Agreements / S4A Documents executed by the Company as per the BRFL S4A Scheme approved for implementation by the Company in terms of the S4A Circulars, based on the consent received from State Bank of India for subscribing to the Equity Shares of the Company by appropriating the outstanding loan/debt of Rs. 271,30,63,571/- (Rupees Two Seventy One Crores Thirty Lakhs Sixty Three Thousand Five Hundred Seventy One only).

(ii) Upto 1,06,732 Optionally Convertible Debentures ("OCDs") of the Company of face value of Rs. 1000/- each, in one or more tranches, for a value not exceeding Rs.10,67,32,000/- (Rupees Ten Crores Sixty Seven Lakhs Thirty Two Thousand only) interalia, to State Bank of India, in such manner and on such terms and conditions as may be determined by the Board in accordance with the S4A Agreements/S4A Documents executed by the Company as per the BRFL S4A Scheme approved for implementation by the Company in terms of the S4A Circulars, based on the consents received from State Bank of India for subscribing to the OCDs of the Company, with an option to apply for such number of fully paid equity shares of the Company of face value of Rs. 10/- each, at an issue price determined in accordance with the applicable law including the applicable guidelines of the RBI (hereinafter Equity Shares and OCDs collectively referred to as "the Securities"), at any time in terms of the S4A Documents by the lender or holder of OCDs:

c) Pricing of Preferential Issue:

In accordance with regulation 70 (5) of the ICDR Regulations, the conversion price for preferential issues of specified securities to be made to the lenders pursuant to conversion of their debt is based upon the guidelines specified by Reserve Bank of India (RBI) being the i.e RBI Circular No. DBR.BP.BC.No.101/21.04.132/ 2014-15 dated 8th June 2015 ("RBI SDR Circular") in the instant case. Accordingly the Equity Shares are priced at the lowest of the following -

a) Average of closing price of the ten trading days preceding the reference date i.e 25th November, 2016 being

the date on which JLF has taken decision for implementation of S4A; which is Rs. 140.50 &

b) Book value per share to be calculated from the Company's latest audited balance sheet i.e balance sheet of 31st March, 2016 available on the reference date which is Rs 198.12."

d) Basis on which the price has been arrived at alongwith report of the registered valuer:

The same is not applicable as in the present case the pricing is in terms of the ICDR Regulations/ RBI Guidelines.

e) Relevant Date with reference to which the price has been arrived at:

i) the Reference Date in relation to pricing of the aforesaid issue of Equity Shares, in accordance with the RBI SDR Circular would be 25th November, 2016, being the date when the JLF accorded it's approval for implementation S4A in the Company in it's meeting.

f) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to State Bank of India, a Lender of the Company as per BRFL S4A Scheme.

g) The intention/proposal of the Promoters, Directors, Key Managerial Personnel of the Company to Subscribe to the Offer:

None of the Promoters, Directors and Key Managerial Personnel of the Company intends to subscribe to the proposed preferential offer.

h) Proposed time within which allotment will be completed:

The Company shall complete the allotment of Securities within the time period as applicable pursuant to the Companies Act, 2013

i) The identity of the proposed allottee, maximum number of equity shares proposed to be issued and the percentage of post issue capital that may be held by the proposed allottee:

Proposed Allottee	Natural person who ultimately controls the Proposed Allottee	Maximum no. of equity shares to be allotted	Pre-Issue Shareholding		Post Issue Shareholding	
			No. of shares	%	No. of shares	%
State Bank of India	N.A	1,93,10,061	7,36,44,471	24.70%	9,29,54,532	29.28%

The above post-issue shareholding assumes subscription of the entire upfront equity shares and allotment thereof, by the Company but does not include the conversion of the OCDs by the Lenders into equity shares of the Company. Upon Lenders exercising its right to convert the OCDs into equity shares, the above post- issue shareholding pattern, would undergo change accordingly.

The number of equity shares mentioned above to be allotted to the said lender and consequently the total number of equity shares thereon may vary upon acceptance of the same by the said lender on determination of unsustainable loan amount after reconciliation/confirmation and in pursuant to any applicable laws and regulations etc.

j) the change in control, if any in the Company that would occur consequent to the preferential offer

the existing promoters of the Company will continue to be in control of the company and there will not be any change in the management or control of the company as a result of the proposed preferential allotment, except a corresponding change in the shareholding pattern as well as voting rights.

k) **Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:**

Post March 31, 2017 and up to the date of this Notice, following allotments were made on conversion of debt into equity:

S no.	Name of the Bank	No. of Shares	S no.	Name of the Bank	No. of Shares
1	State Bank of India	7,36,44,471	11	Central Bank of India	5642459
2	Axis Bank	25522444	12	Exim Bank	7316189
3	*Bank of India*	7032853	13	Allahabad Bank	5111680
4	*IDBI*	832576	14	KarurVysya Bank	2212430
5	Corporation Bank	481799	15	Indian Overseas Bank	1860078
6	Bank of Maharashtra	493709	16	Punjab National Bank	6967184
7	Oriental Bank of Commerce	610857	17	Union Bank of India	10628614
8	Karnataka Bank	527337	18	Indian Bank	1232863
9	JM Financial Asset Reconstruction Company Ltd.	3018989	19	Standard Chartered Bank	8138888
10	Dena Bank	2292981		**TOTAL**	**16,35,68,401**

l) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Copies of the valuation report of the registered vauler shall be placed before the shareholders at the ensuing Annual General Meeting.

m) The pre issue and post issue shareholding pattern of the company:

The pre issue and post issue shareholding pattern of the company after considering the preferential issue to be made to the Lenders is provided hereunder:

Particulars	Prior to Allotment		Post Allotment	
	Shareholding	% to paid up capital	Shareholding	% to paid up capital
Promoters				
Indian Promoters	44466780	14.91	44466780	14.01
Ashwell Holdings	28420000	9.53	28420000	8.95
AAA United B. V	51000400	17.10	51000400	16.06
Total	**123887180**	**41.55**	**123887180**	**39.02**
Public				
Bankers	16,35,68,401	54.86	18,28,78,462	57.60
Others	10710837	3.59	10710837	3.37
Total	**29,81,66,418**	**100.00**	**31,74,76,479**	**100.00**

The number of equity shares mentioned above to be allotted to the said lenders and consequently the total number of equity shares thereon may vary upon acceptance of the same by the said lender on determination of unsustainable loan amount after reconciliation/confirmation and in pursuant to any applicable laws and regulations etc.

The company will ensure compliances with all applicable laws and regulations at the time of allotment of equity shares.

n) **Undertaking to re-compute the price:**

The same is not applicable in present case.

o) Undertaking to put under Lock-in till the recomputed price is paid

The same is not applicable in present case.

p) Certificate from Statutory Auditor:

A copy of certificate from the statutory auditors certifying that the proposed preferential issue of the Securities is being made in accordance with the provision of applicable law and the same shall be placed before the shareholders at the ensuing Annual General Meeting.

q) Lock – in period:

The Equity Shares allotted to SBI shall , to the extent applicable, be subject to the lock-in provisions under the SEBI ICDR Regulations.

The Equity Shares to be issued and allotted as a result of conversion of OCDs, shall, to the extent applicable, be subject to the lock-in provisions under the SEBI ICDR Regulations.

The shareholding of SBI prior to this proposed issue shall be subject to lock-in to the extent applicable in accordance with the provisions of the applicable law.

r) Other Terms –

Terms for Issue of OCDs of the Company as per the S4A Documents executed/to be executed by the Company:

- A part of the Part B Debt of the Company as per the terms of S4A Scheme, will be converted into Optionally Convertible Debenture (OCD) of face value Rs.1000 each which shall be issued as per the existing security structure.
- The OCDs shall have a coupon @ 0.01% p.a. payable annually on the OCDs on the last date of every financial year. The OCDs shall also have Yield to Maturity (YTM) @[11.05%] p.a. Compounded annually payable at the time of payment of installments
- Promoter to have the right of first refusal to buy OCDs/Equity shares (if converted) in case the lenders decide to sell in the open market as per extant regulations.
- Existing security of the Company to continue as per the terms of debt (being converted into OCD) with the respective Lenders subject to the terms of the S4A Agreements executed/to be executed by the Company.
- SEBI registered Trustee to be appointed as the Debenture Trustee for the Company.

The offer, issue and allotment of the Securities of the Company may be transferable by the allottee(s) to any person subject to the provisions of the applicable law, on the same terms and conditions, at the absolute discretion of the Board of Directors of the Company.

With reference to disclosure specified in Part G of Schedule VIII of SEBI (ICDR) Regulations, 2009, neither the issuer nor any of its promoters or directors are willful defaulters.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Special Resolutions mentioned at Item No 6 of this Notice.

All documents referred to in the accompanying Notice and the Explanatory Statement would be available for inspection at the Registered Office of the Company between 11.00 am to 1 pm on all working days except Saturdays, upto and including the date of the Annual General Meeting of the Company.

By Order of the Board
For Bombay Rayon Fashions Limited

Prachi Deshpande
Company Secretary

Place: Mumbai
Date: August 28, 2017

Registered Office Address:
D 1st Floor, Oberoi Garden Estates, Chandivali Farms,
Chandivali, Andheri (East),
Mumbai – 400072
CIN: L17120MH1992PLC066880
TEL No: +91 22 6106 8800/7106 8800
Fax No :+91 22 6106 8830
Mail: investors@bombayrayon.com
Website: www.bombayrayon.com

ANNEXURE TO THE ITEM NO. 2 & 3 OF THE NOTICE

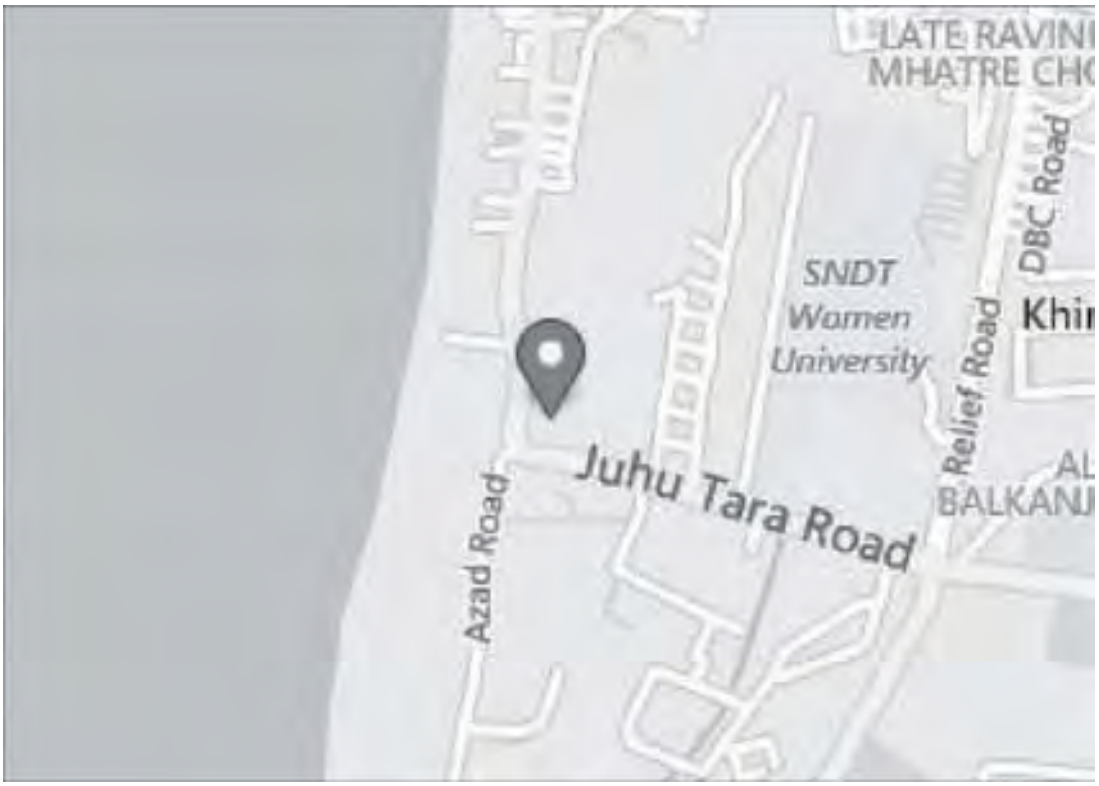
BRIEF PROFILE OF PERSON PROPOSED TO BE RE-APPOINTED AS DIRECTOR AT THE ENSUING ANNUAL GENERAL MEETING:

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2, Disclosures pertaining to the proposed to be re-appointment of following Director are as under:

Name of the Director	**Mr. Janardan Agrawal**	**Mr. A. R. Mundra**
Age	68	61
Date of appointment on the Board	24/08/1992	16/05/2005
Education Qualification	B. Com	B.Com, L.L.B, ACA, ACS
Background details, Recognition or awards and Experience & Expertise	Mr. JD Agrawal is the key person behind the establishment and growth of the Bombay Rayon Group. He founded the Company in the year 1986 and as a Chairman, has led the Company to greater heights of success with a strategic approach. He has brought innovations in the business. Be it the establishment of the Bombay Rayon brand of fabrics in the local retail market or a unique trend of bi-annual presentation of the Company's collections to the trade. Under his guidance, the Company has gained international recognition. He holds a Bachelor degree in Commerce.	Mr. A. R. Mundra has an experience of over 36 years in Finance, commercial and managerial related matters. His core strength lies in fund procurement, internal controls, organizational systems and strategic planning. He was awarded (a) 'SamajShri' for excellence in management by Indian Institute of Management Executives, Mumbai in 1994 (b) National awards for CFO Excellence – Best CFO with exemplary all round performance, Mumbai 2016. (c) The Middle East CFO Leadership awards for CFO Excellence – Best CFO with exemplary all round performance, Dubai 2016. Mr. Mundra has sound knowledge and experience on Mergers, Amalgamations Restructuring, Funds Mobilization, Project Advisory & Financing, Working Capital Arrangements etc. Besides, he has deep Understanding on Investment and Portfolio Management and Capital Market Operations. Under his guidance the company has been able to raise the level of corporate governance to the highest standards. Mr. Mundra had played a lead role in managing the issue of various securities including Global Depository Receipts and listing thereof at overseas exchange.
Shareholding in the Company	75,76,140	NIL
Terms and Condition of appointment /Reappointment	Retires by rotation and eligible for re-appointment.	Retires by rotation and eligible for re-appointment.
Other brief terms also required to be stated	None	None

Details of Remuneration sought to be paid	--	--
Remuneration last drawn	NIL	Rs. 36.00 Lakhs
Number of Meetings attended during the year	2 of 6	6 of 6
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	Father of Mr. Aman Agrawal ,Vice-Chairman and Mr. Prashant Agrawal, Managing Director	None
Other membership/Chairmanship of Committees of the Boards	**Stakeholder relationship committee-Chairman** (i) Bombay Rayon Fashions Limited	**Audit Committee-Member** (i) Bombay Rayon Fashions Limited (ii) STI India Limited **Stakeholder relationship committee-Member** (i) STI India Limited **Nomination Remuneration Committee-Member** (i) STI India Limited
Directorship in other Indian Public Limited Companies as on 31st March 2017	**1.**Reynold Shirting Limited, **2.**Bombay Rayon Holdings Limited, **3.** Bombay Rayon Clothing Limited	(i) STI India Limited

MAP OF AGM



Address:

Sheila Raheja Hall, Rotary Service Centre,

Rotary Chowk, Juhu Tara Road,

Santacruz (West), Mumbai – 400 049.

IMPORTANT COMMUNICATION TO THE SHAREHOLDERS

Ministry of Corporate affairs has been taken place a ' Green imitative in Corporate Governance' by allowing paperless compliance by the Companies and has issued circular stating that services of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the government in full measures, the company hereby requests its members who have not registered their e-mail addresses so far, to register their email addresses with the depository through their concerned depository participants in respect of electronic holding and with company or its Registrar in respect of physical holding.

BOMBAY RAYON FASHIONS LIMITED

Registered Office: **D 1st Floor, Oberoi Garden Estates, Chandivali Farms,**
Chandivali, Andheri (East), Mumbai - 400072. • Tel: 022-61068800/71068800 • Fax : 022-61068830
Website: www.bombayrayon.com Email: investors@bombayrayon.com
IN: L17120MH1992PLC066880

ATTENDANCE SLIP

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]
24th Annual General Meeting

*Registered Folio No.			
DP ID No.		Client ID No.	

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Twenty Fourth Annual General Meeting of the Company to be held at Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai – 400 049 at 11:30 a.m. on Tuesday, September 26th, 2017.

_____ _____

Name of the member / proxy (in BLOCK letters) Signature of the member / proxy

Note: Member \ Proxy must bring the Attendance slip to the Meeting and hand it over duly signed, at the registration counter.

*Applicable only in case of investors holding shares in Physical form

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BOMBAY RAYON FASHIONS LIMITED

Registered Office: **D 1st Floor, Oberoi Garden Estates, Chandivali Farms,**
Chandivali, Andheri (East), Mumbai - 400072. • Tel: 022-61068800/71068800 • Fax : 022-61068830
Website: www.bombayrayon.com Email: investors@bombayrayon.com
IN: L17120MH1992PLC066880

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]
24th Annual General Meeting

Name of the Member(s)	
Address	
Email ID	
Folio No. / Client ID	DP ID:

I/we, being the member(s) of _____ shares of the above named company, hereby appoint:

Name Address	Email-ID	Signature : _____ or falling him/her
Name Address	Email-ID	Signature : _____ or falling him/her
Name Address	Email-ID	Signature : _____ or falling him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of Bombay Rayon Fashions Limited, to be held on Tuesday,September 26,2017, at 11.30 a.m. at Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai – 400 049, and/or any adjournment(s) thereof in respect of such resolutions as set out in this notice:

Resolution No.	Resolution	Vote (See Note no. 3)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of Audited Financial Statement (Standalone and Consolidated) together with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2017			
2.	Approval for appointment of a Director in place of Mr. Janardan Agrawal who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment			
3.	Approval for appointment of a Director in place of Mr. A. R. Mundra, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment			
4.	Appointment of M/s. P. R. Agrawal & Awasthi, Chartered Accountants, as Statutory Auditors of the company and to authorize the Directors to fix their remuneration.			
Special Business				
5.	Ratification of appointment and remuneration payable to M/s K.S. Kamalakara & Co., Cost Auditors.			
6.	Issue of Balance Equity Shares and Optionally Convertible Debentures in terms of ICDR Regulations pursuant to implementation of the BRFL S4A Scheme.			

Signed this _____day of _____2017

Affix ₹.1.00 Revenue Stamp

1) Signature of Proxy Holder: _____

2) Signature of Proxy Holder: _____ Signature of Member(s): _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at Registered Office at D - 1st Floor, Oberoi Garden Estates, Chandivali Farms, Chandivali, Andheri (East), Mumbai – 400 072, not less than 48 hours before the commencement of the Meeting.
2. A person can act as Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total Share Capital of the Company. A member holding more than ten percent of the total Share Capital of the Company may appoint a single person as a proxy and such person cannot act as a proxy for any other person or shareholder.
3. It is optional to indicate your preference. If you leave the "For", "Against" or "Abstain" column blank, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.