BRFL
Bombay Rayon Fashions Ltd.

NSE/23/2015-16 **8th January, 2016**

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza;
Bandra Kurla Complex, Bandra (East);
Mumbai 400 051

Re:- Scrip Code – BRFL

Dear Sirs/Madam,

Sub.: Details of Postal Ballot Pursuant of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant of regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith details of voting results of the Postal Ballot, declared by the Company on 8th January, 2016. The resolution set out in the Postal Ballot notice was approved by the shareholders of the Company with requisite majority.

Kindly acknowledge receipt of the same.

Thanking You,
Yours faithfully,
For Bombay Rayon Fashions Limited

Prachi Deshpande
Director- Secretarial & Corporate Affairs

BOMBAY RAYON FASHIONS LTD.

ENCL: 1) Voting Result of Postal Ballot & E-voting
2) Scrutinizer's Report

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

BRPL
Bombay Rayon Fashions Ltd.

Declaration of results of Postal Ballot

In terms of Section 110 of the Companies Act 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), members approval was sought for the resolution appended to the Postal Ballot Notice dated 10th November, 2015. The Postal Ballot Notice containing Special Resolution together with the statement to be annexed to the Postal Ballot Notice was sent to all the Shareholders on 7th December 2015 and the last date for receipt of postal ballot forms duly completed, from the shareholders was 6th January, 2016 up to 5.00 PM.

Mr. Himanshu S. Kamdar, Practicing Company Secretary, Partner of M/s. Rathi & Associates, Company Secretaries was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer has submitted his report and the postal ballot results are as follows:

Resolution No. 1 – Special Resolution

Alteration of Articles of Association of the Company by way of insertion of new Articles 65(iii) and 65(iv) after existing Article 65(ii) in the Articles of Association of the Company.

The aforesaid resolution is passed with the requisite majority.

For Bombay Rayon Fashions Limited

BOMBAY RAYON FASHIONS LTD.

Chairman

DIN:00019497

Date: 8th January, 2016
Place: 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
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Annexure

The summary of the Postal Ballot Forms (PBF) and e-Voting confirmations received is given below:

For Resolution:

Sr. No.	Particulars	Resolution no. 1	
		No. of Postal Ballot Forms / E-Voting	No. of Shares voted
a.	Votes cast through Postal Ballot Forms	86	5,252
b.	e-Voting Confirmations received	50	129,755,716
	Total	**136**	**129,760,968**
c.	Less: Invalid Postal Ballot Forms	8	447
d.	**Valid Postal Ballot Forms / e-Voting for the Resolution**	**128**	**129,760,521**
	No. of votes cast by Promoters and Promoters Group entities, which have been disregarded for this report in accordance with SEBI Order as referred in the Report		92,065,280
	Net Valid Postal Ballot Forms / e-Voting for the Resolution	**128**	**37,695,241**
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	122	37,694,641
	% of Assent		***100%**
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	6	600
	% of Dissent		**0%**

* Rounded off to 100.

RATHI & ASSOCIATES MUMBAI COMPANY SECRETARIES

Rathi & Associates
COMPANY SECRETARIES
A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

January 8, 2016

To,
The Chairman
BOMBAY RAYON FASHION LIMITED
D, 1st Floor, Oberoi Garden Estates,
Chandivali Farms Road, Andheri (East),
Mumbai – 400 072

Dear Sir,

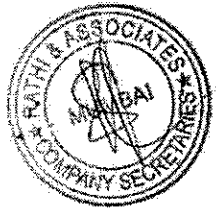
Sub: **Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014**

Bombay Rayon Fashions Limited ("the Company") vide resolution passed by its Board of Directors at their meeting held on 10th November, 2015, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules of Chapter VII") and the said provisions are duly complied with.

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Postal Ballot Notice and explanatory statement under Section 102 of the Companies Act, 2013, along with postal ballot form and pre-paid postal envelope returnable to the Scrutinizer were sent to the shareholders by courier and through electronic means, for passing the Special Resolution for Alteration of Articles of Association of the Company by way of insertion of new Articles 65(iii) and 65(iv) after existing Article 65(ii) in the Articles of Association of the Company as set out in the resolution proposed for seeking approval of shareholders.

The Company also availed the e-Voting facility offered by Central Depository Services (India) Limited (CDSL) for providing e-Voting facility to the shareholders of the Company as required under Rule 20 of the Rules of Chapter VII.

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer so as to reach not later than 5.00 p.m. on Wednesday, 6th January, 2016 or cast their votes through e-voting on the basis of password provided to them by CDSL by 5.00 p.m. on Wednesday, 6th January, 2016. Accordingly, the Postal Ballot Forms received and e-votes caste upto 5.00 p.m. on Wednesday, 6th January, 2016 have been considered for my scrutiny. As required under Rule 22(10) of the Companies (Management and



Administration) Rules, 2014, a register was maintained and particulars of all postal ballot forms received from the shareholders have been recorded therein.

Further, The Securities and Exchange Board of India vide its Order bearing No. WTM/PS/08/CFD/JUNE/2013 dated 4th June, 2013 under the Sections 11(1), 11(2)(j), 11(4) and 11(B) of the Securities and Exchange Board of India Act, 1992 read with Section 12A of the Securities Contracts (Regulation) Act, 1956, has ordered for freezing/restricting of Voting Rights of Promoter and Promoter Group entities of Bombay Rayon Fashions Limited on such number of shares which represents excess of three times of public shareholding, consequent upon which the undersigned, has considered and taken on record, in his report the voting rights of the Promoter and Promoter Group entities based on the Public Shareholding as on 27th November, 2015.

A summary of the Postal Ballot Forms received and e-Voting confirmations with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by shareholders through Postal Ballots and E-Voting in respect of the above mentioned Resolution may accordingly be declared by the Chairman.

Thanking you,

Yours sincerely,
For RATHI & ASSOCIATES
COMPANY SECRETARIES

RATHI & ASSOCIATES * COMPANY SECRETARIES * MUMBAI

HIMANSHU S. KAMDAR
PARTNER
FCS No. 5171
COP No. 3030

COUNTERSIGNED BY
For BOMBAY RAYON FASHIONS LIMITED

BOMBAY RAYON FASHIONS LTD.

CHAIRMAN

A summary of Postal Ballot Form (PBF) received/ Votes Cast through e-Voting is as under:

For Resolution no.1:

Sr. No.	Particulars	Resolution no. 1	
		No. of Postal Ballot Forms / E-Voting	No. of Shares voted
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* Rounded off to the nearest number

For Bombay Rayon Fashions Limited

BOMBAY RAYON FASHIONS LTD.

Chairman

DIN:00019497

Date: 8th January, 2016
Place: Mumbai