BRFL
Bombay Rayon Fashions Ltd.

SE/08/2016-17

April 27, 2016

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai- 400 051
Symbol: BRFL

To,
The Corporate Relationship Department
BSE Limited
P. J. Towers, Dalal Street,
Fort, Mumbai- 400 001
Script Code: 532678

Sub.: **Proceedings of Extra-Ordinary General Meeting held on Wednesday, 27 April, 2016**

Dear Sir/ Madam,

In Compliance with applicable regulations as prescribed by Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 we are pleased to inform you that the shareholders of the Company at their meeting held today i.e. April 27, 2016, at 1st Floor, Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhutara Road, Santacruz (West), Mumbai – 400 049 at 11.30 A.M. have passed the resolution for **"issue of Equity Shares on preferential basis in terms of ICDR Regulations pursuant to conversion of WCTL and/or FITL by the CDR Banks in terms of the CDR Package."**

The voting results as per Regulation 44 of the SEBI (LODR) Regulations, 2015 pertaining to the above resolution, based on the Report issued by the Scrutinizer on remote e-voting and the voting through ballot papers at the Extra-Ordinary General Meeting is enclosed herewith for your reference.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,
For **BOMBAY RAYON FASHIONS LIMITED**

Prachi

Prachi Deshpande
Company Secretary

BOMBAY RAYON FASHIONS LTD.

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

BRFL
Bombay Rayon Fashions Ltd.

April 27, 2016

To,
The Members of
Bombay Rayon Fashions Limited

Subject: **Declaration of Results of the voting on resolution set out in Notice of Extra-Ordinary General Meeting held on April 27, 2016**

Dear Members,

Pursuant to the provisions of Section 100 of the Companies Act, 2013, the Extra-Ordinary General Meeting (EGM) of the Company was convened on April 27, 2016 at 1st Floor, Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhutara Road, Santacruz (West), Mumbai – 400 049 at 11.30 a.m. to seek the approval of members of the Company on the resolution set out in the notice dated March 30, 2016.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rules 20 of Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosures requirement) Regulation, 2015 , the Company had provided facility to the members to vote electronically by remote e-voting and also by physical ballot on aforesaid resolutions and had appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the voting process in a fair and transparent manner.

The Scrutinizer has submitted his report on the remote e-voting and the physical ballot, a copy of which is attached hereto. The summary of the voting results is as under:

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

Sr. No.	Particulars	% of shares voted in favour of the resolution	% of shares voted against the resolution
1.	For Issue of equity shares on preferential basis in terms of ICDR Regulations pursuant to conversion of Working Capital Term Loan (WCTL) and/or Funded Interest Term Loan (FITL) by the CDR Banks in terms of CDR Package.	*100%	0%

*Rounded off to 100.

Accordingly, I, Aman Agrawal, Chairman, declare that the resolution as set out in the Notice of the Extra-Ordinary General Meeting (EGM) of the Company, have been approved with requisite majority by the Members of the Company.

Kindly take the above on record

For **BOMBAY RAYON FASHIONS LIMITED**





Chairman
End: As above

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

27th April, 2016

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

Dear Sir,

Sub: **Scrutinizer's Report on the remote e-voting and physical voting through ballots at Extra-Ordinary General Meeting of the members of Bombay Rayon Fashions Limited**

Bombay Rayon Fashions Limited ("the Company") at their Board Meeting held on 30th March, 2016 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), at the Extra-Ordinary General Meeting ("EGM") on the resolution contained in the Notice dated 30th March, 2016 for EGM, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and rules made thereunder and the applicable provisions of the Listing Regulations, relating to remote e-voting and physical ballots on the resolution as contained in the aforesaid notice. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited ("CDSL") and of voting through ballots as provided by Link Intime India Private Limited, the agencies engaged by the Company to provide voting facilities.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the EGM was sent to the Members by permitted means, for seeking the approval of the Members of the Company through Special Resolution for **"Issue of equity shares on preferential basis in terms of ICDR Regulations pursuant to conversion of Working Capital Term Loan (WCTL) and/or Funded Interest Term Loan (FITL) by the CDR Banks in terms of CDR Package."**

RATHI & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

The Company provided the remote e-Voting facility offered by CDSL to cast votes on aforesaid resolution by the members of the Company.

Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 10.00 a.m. of Saturday, 23rd April, 2016 up to 5.00 p.m. of Tuesday, 26th April, 2016. Accordingly, e-votes cast upto 5.00 p.m. of Tuesday, 26th April, 2016 have been considered for my scrutiny.

After the conclusion of the EGM, first the voting conducted through physical ballots at the meeting and thereafter through remote e-voting had been unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Asha Lata Maheshwari and Ms. Lekha Shah. A summary of the votes cast by shareholders through remote e-voting and physical ballots at the EGM with their pattern of voting is as per Annexure annexed to this Report.

We have further been given to understand that Securities and Exchange Board of India vide its Order dated 4th June, 2013 under the applicable Sections 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 exceeding three times the 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 upto three times of the Public Shareholding as on 22nd April, 2016.

The results of the voting by members through remote e-voting and physical ballots at the EGM in respect of the above mentioned resolution may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,
For RATHI & ASSOCIATES
COMPANY SECRETARIES

RATHI & ASSOCIATES * MUMBAI * COMPANY SECRETARIES

HIMANSHU S. KAMDAR
PARTNER
FCS NO.: 5171
COP NO.: 3030

COUNTERSIGNED BY
For BOMBAY RAYON FASHIONS LIMITED

BOMBAY RAYON FASHIONS LTD.

AMAN AGARWAL
CHAIRMAN

ANNEXURE

The summary of the votes cast through remote e-Voting and physical ballots received for each of the resolutions is given below:

For Resolution No. 1:

Sr. No.	Particulars	Resolution no. 1	
		No. of Physical Ballot Forms / E-Voting	No. of Shares voted
a.	Votes cast through Physical Ballot Forms	17	688
b.	Remote e-Voting Confirmations received	46	12,82,40,490
	Total	**63**	**12,82,41,178**
c.	**Less:** Invalid Physical Ballot Forms / Remote e-Voting confirmations	-	-
d.	**Valid Physical Ballot Forms / Remote e-Voting for the Resolution**	**63**	**12,82,41,178**
	Less: 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	-	(9,17,48,720)
	Net Valid Physical Ballot Forms / Remote e-Voting for the Resolution	**63**	**3,64,92,458**
(i)	Physical Ballot Forms / Remote e-Voting with assent for the Resolution	60	3,64,92,057
	% of Assent		***100%**
(ii)	Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	3	401
	% of Dissent		**0%**

* Rounded off to 100.



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Resolution Required : (Special)			1 - Issue of equity shares on preferential basis in terms of ICDR Regulations pursuant to conversion of WCTL and/ or FITL by the CDR Banks in terms of the CDR Package					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group#	E-Voting	123887180	32138460	25.9417	32138460	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**32138460**	**25.9417**	**32138460**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	1838287	1071499	58.2879	1071499	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**1071499**	**58.2879**	**1071499**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	8874533	3281811	36.9801	3281611	200	99.9939	0.0061
	Poll		688	0.0078	487	201	70.7849	29.2151
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3282499**	**36.9879**	**3282098**	**401**	**99.9878**	**0.0122**
Total		**134600000**	**36492458**	**27.1118**	**36492057**	**401**	**99.9989**	**0.0011**

 # The promoters' voting has been curtailed as per order dated 4th June 2013 issued by SEBI pursuant to Section 12A of Securities Contract (Regulation) Act, 1956.

For BOMPAY RAYON FASHIONS LIMITED

BOMBAY RAYON FASHIONS LTD.

AMAN AGARWAL
CHAIRMAN

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