BRFL
Bombay Rayon Fashions Limited

NSE/BSE/14/2017-18

May 20, 2017

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 Saturday, 20th May, 2017**

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. May 20th, 2017, at 2nd Floor, Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhutara Road, Santacruz (West), Mumbai – 400 049, to seek approval of shareholders in respect of:

1. Issue of upto 48,26,982 Equity Shares of face value of Rs. 10/- each at a price of Rs. 165.88 per share aggregating to Rs. 80,06,99,774/- on Preferential basis to the CDR lenders on conversion of Working Capital Term Loan ("WCTL") and Funded Interest Term Loan ("FITL") into equity shares in furtherance to special resolution passed at the Extra-Ordinary General Meeting of the Company held on 9th May, 2016 to the lenders who did not exercise their right to convert their WCTCL and/or FITL in terms of the CDR package.

2. Increase in the Authorised Share Capital from existing Rs. 200 crores to Rs. 365 crores and consequential amendment in Capital Clause of Memorandum of Association of the Company.

3. Alteration in the Articles of Association consequent to increase in the Authorized Share Capital of the Company.

4. Issue of upto 12,66,55,304 Equity Shares of the Company having face value of Rs. 10/- each, at a price of Rs.146.03 per equity share ("Equity Shares"), and up to such number of 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.410,00,00,000/- (Rupees Four Hundred Ten crores only) in terms of ICDR Regulations pursuant to implementation of the BRFL S4A Scheme:

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

The voting results as per Regulation 44 of the SEBI (LODR) Regulations, 2015 pertaining to the above referred resolutions, based on the Report issued by the Scrutinizer on voting pattern on votes cast through remote e-voting and ballot papers at the Extra-ordinary General Meeting held on 20th May, 2017 shall be communicated to you accordingly. In addition, the voting results shall be also placed on the Company's website www.bombayrayon.com.

Kindly take the above on record and oblige.

Thanking you,

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

Prachi Deshpande
Company Secretary

Bombay Rayon Fashions Ltd. MUMBAI

BRFL
Bombay Rayon Fashions Limited

20th May, 2017

To,
The Members of
Bombay Rayon Fashions Limited

Subject: **Declaration of Results of the voting on resolutions of Extra-Ordinary General Meeting held on 20th May, 2017**

Dear Members,

Pursuant to the provisions of Section 100 read with the first proviso of Section 101 of the Companies Act, 2013 and Secretarial Standard on General Meetings, the Extra-Ordinary General Meeting ("EGM") of the Company was called and convened on 20th May, 2017 at 2nd Floor, Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhutara Road, Santacruz (West), Mumbai – 400 049 at 11.00 a.m. to seek the approval of members of the Company on the resolutions set out in the notice dated 25th April, 2017.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 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:

Sr. No.	Particulars	% of shares voted in favour of the resolution	% of shares voted against the resolution
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.	99.9988%	0.0012%
2.	Increase in the Authorised Share Capital and consequential amendments to Memorandum of Association of the Company	99.9988%	0.0012%
3.	Alteration in the articles of association on account of the increase in the Authorized Share Capital	99.9988%	0.0012%
4.	Issue of Equity Shares and Optionally Convertible Debentures in terms of ICDR Regulations pursuant to implementation of the BRFL S4A Scheme:	99.9988%	0.0012%

D-1st Floor, Oberoi Garden Estate, Chandivali Farms Road, Chandivali Andheri (E)
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CIN of Bombay Rayon Fashions Ltd. : L17120MH1992PLC066880

Accordingly, I, Aman Agrawal, Chairman, declare that the resolutions as set out in the Notice of the 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

Bombay Rayon Fashions Limited	
Date of Extra-ordinary General Meeting(EGM):	**20.05.2017**
Total number of shareholders on Cut-off date	**6596**
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	50
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public	0



Bombay Rayon Fashions Limited

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	123804919	99.9336	123804919	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		**123804919**	**99.9336**	**123804919**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	53928348	1197758	2.2210	1197758	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		**1197758**	**2.2210**	**1197758**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	9658650	1769	0.0183	266	1503	15.0367	84.9633
	Poll		#3996774	41.3803	3996774	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3998543**	**41.3986**	**3997040**	**1503**	**99.9624**	**0.0376**
Total		**187474178**	**#129001220**	**68.8101**	**128999717**	**1503**	**99.9988**	**0.0012**

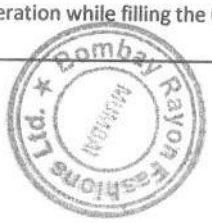
#Total votes polled are 129,493,281 equity shares of which 492,061 votes are invalid. However, since the system does not take into consideration of invalid votes while counting the votes polled in favour and against, the invalid votes have not been taken into consideration while filling the Column No. (4) "No. of votes polled" and Column (6) "Invalid votes"



Bombay Rayon Fashions Limited

Resolution Required : (Ordinary)			2 - Increase in the Authorised Share Capital and consequential amendments to Memorandum of Association of the Company					
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	123804919	99.9336	123804919	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		**123804919**	**99.9336**	**123804919**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	53928348	1197758	2.2210	1197758	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		**1197758**	**2.2210**	**1197758**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	9658650	1769	0.0183	266	1503	15.0367	84.9633
	Poll		3996774	41.3803	3996774	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3998543**	**41.3986**	**3997040**	**1503**	**99.9624**	**0.0376**
Total		**187474178**	**#129001220**	**68.8101**	**128999717**	**1503**	**99.9988**	**0.0012**

#Total votes polled are 129,493,281 equity shares of which 492,061 votes are invalid. However, since the system does not take into consideration of invalid votes while counting the votes polled in favour and against, the invalid votes have not been taken into consideration while filling the Column No. (4) "No. of votes polled" and Column (6) "Invalid votes"

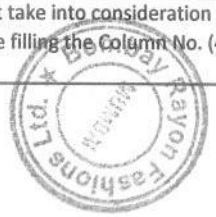


Bombay Rayon Fashions Limited

Resolution Required : (Special)	2A - Alteration in the articles of association on account of the increase in the Authorized Share Capital
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	123804919	99.9336	123804919	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		**123804919**	**99.9336**	**123804919**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	53928348	1197758	2.2210	1197758	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		**1197758**	**2.2210**	**1197758**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	9658650	1769	0.0183	266	1503	15.0367	84.9633
	Poll		3996774	41.3803	3996774	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3998543**	**41.3986**	**3997040**	**1503**	**99.9624**	**0.0376**
Total		**187474178**	**#129001220**	**68.8101**	**128999717**	**1503**	**99.9988**	**0.0012**

#Total votes polled are 129,493,281 equity shares of which 492,061 votes are invalid. However, since the system does not take into consideration of invalid votes while counting the votes polled in favour and against, the invalid votes have not been taken into consideration while filling the Column No. (4) "No. of votes polled" and Column (6) "Invalid votes"



Bombay Rayon Fashions Limited

Resolution Required : (Special)			3 - Issue of Equity Shares and Optionally Convertible Debentures in terms of ICDR Regulations pursuant to implementation of the BRFL S4A Scheme:					
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	123804919	99.9336	123804919	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		**123804919**	**99.9336**	**123804919**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	53928348	1197758	2.2210	1197758	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		**1197758**	**2.2210**	**1197758**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	9658650	1769	0.0183	266	1503	15.0367	84.9633
	Poll		3996774	41.3803	3996774	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3998543**	**41.3986**	**3997040**	**1503**	**99.9624**	**0.0376**
Total		**187474178**	**#129001220**	**68.8101**	**128999717**	**1503**	**99.9988**	**0.0012**

#Total votes polled are 129,493,281 equity shares of which 492,061 votes are invalid. However, since the system does not take into consideration of invalid votes while counting the votes polled in favour and against, the invalid votes have not been taken into consideration while filling the Column No. (4) "No. of votes polled" and Column (6) "Invalid votes"

Bombay Rayon Fashions Ltd.

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

20th May, 2017

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 held on 20th May, 2017**

Bombay Rayon Fashions Limited ("the Company") at their Board Meeting held on 25th April, 2017 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 held on 20th May 2017 ("EGM") in respect of the resolutions contained in the Notice dated 25th April, 2017 along with Corrigendum dated 4th May, 2017 to the Original Notice 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 resolutions as contained in the aforesaid Notice and Corrigendum to the 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.

RATHI & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the EGM as well as Corrigendum to the Original notice for EGM were sent to the Members by permitted means, for seeking the approval of the Members of the Company on following resolutions:

1. **Resolution No.1** as a Special Resolution for Issue of equity shares on preferential basis in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 pursuant to conversion of Working Capital Term Loans (WCTL) and/ or Funded Interest Term Loans (FITL) by the CDR Banks in terms of the CDR Package.

2. **Resolution No.2** as an Ordinary Resolution for Increase in the Authorised Share Capital and consequential amendments to Memorandum of Association of the Company.

3. **Resolution No.2A** as a Special Resolution for alteration in the Articles of Association on account of the increase in the Authorised Share Capital.

4. **Resolution No.3** as Special Resolution for Issue of Equity Shares and Optionally Convertible Debentures in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 pursuant to implementation of the BRFL S4A Scheme.

The Company provided the remote e-Voting facility offered by CDSL to its members for casting votes on aforesaid resolutions.

Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 9.00 a.m. of Wednesday, 17th May, 2017 up to 5.00 p.m. of Friday, 19th May, 2017. Accordingly, e-votes cast upto 5.00 p.m. of Friday, 19th May, 2017 have been considered for my scrutiny.

After the conclusion of the EGM, first the voting conducted through physical ballots at the meeting was unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Asha Lata Maheshwari and Mr. Mukesh Mohan Chandiramani. Thereafter voting through remote e-voting was unblocked in the office of the Scrutinizer in the presence of two witnesses not in employment of the Company, namely Mr. Manoj Dhamal and Ms. Mansi 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 attached to this Report.



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

Thanking you,

Yours sincerely,
For RATHI & ASSOCIATES
COMPANY SECRETARIES

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

RATHI & ASSOCIATES ★ COMPANY SECRETARIES ★ MUMBAI

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	42	44,88,835
b.	Remote e-Voting Confirmations received	32	12,50,04,446
	Total	**74**	**12,94,93,281**
c.	**Less**: Invalid Physical Ballot Forms / Remote e-Voting confirmations	6	4,92,061
d.	**Net Valid Physical Ballot Forms / Remote e-Voting for the Resolution**	**68**	**12,90,01,220**
(i)	Physical Ballot Forms / Remote e-Voting with assent for the Resolution	64	12,89,99,717
	% of Assent		**99.9988%**
(ii)	Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	4	1,503
	% of Dissent		**0.0012%**

For Resolution No. 2:

Sr. No.	Particulars	Resolution No. 2	
		No. of Physical Ballot Forms / E-Voting	No. of Shares voted
a.	Votes cast through Physical Ballot Forms	42	44,88,835
b.	Remote e-Voting Confirmations received	32	12,50,04,446
	Total	**74**	**12,94,93,281**
c.	**Less**: Invalid Physical Ballot Forms / Remote e-Voting confirmations	6	4,92,061
d.	**Net Valid Physical Ballot Forms / Remote e-Voting for the Resolution**	**68**	**12,90,01,220**
(i)	Physical Ballot Forms / Remote e-Voting with assent for the Resolution	64	12,89,99,717
	% of Assent		**99.9988%**
(ii)	Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	4	1,503
	% of Dissent		**0.0012%**



For Resolution No. 2A:

Sr. No.	Particulars	Resolution No. 2A	
		No. of Physical Ballot Forms / E-Voting	No. of Shares voted
a.	Votes cast through Physical Ballot Forms	42	44,88,835
b.	Remote e-Voting Confirmations received	32	12,50,04,446
	Total	**74**	**12,94,93,281**
c.	**Less**: Invalid Physical Ballot Forms / Remote e-Voting confirmations	6	4,92,061
d.	**Net Valid Physical Ballot Forms / Remote e-Voting for the Resolution**	**68**	**12,90,01,220**
(i)	Physical Ballot Forms / Remote e-Voting with assent for the Resolution	64	12,89,99,717
	% of Assent		**99.9988%**
(ii)	Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	4	1,503
	% of Dissent		**0.0012%**

For Resolution No.3:

Sr. No.	Particulars	Resolution No. 3	
		No. of Physical Ballot Forms / E-Voting	No. of Shares voted
a.	Votes cast through Physical Ballot Forms	42	44,88,835
b.	Remote e-Voting Confirmations received	32	12,50,04,446
	Total	**74**	**12,94,93,281**
c.	**Less**: Invalid Physical Ballot Forms / Remote e-Voting confirmations	6	4,92,061
d.	**Net Valid Physical Ballot Forms / Remote e-Voting for the Resolution**	**68**	**12,90,01,220**
(i)	Physical Ballot Forms / Remote e-Voting with assent for the Resolution	64	12,89,99,717
	% of Assent		**99.9988%**
(ii)	Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	4	1,503
	% of Dissent		**0.0012%**

RATHI & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES