BRFL
Bombay Rayon Fashions Limited

NSE/BSE/28/2017-18

27th 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

Corporate Relationship Department,
BSE Limited
P.J. Towers, 1st Floor,
Dalal Street,
Mumbai-400 001
Scrip Code-532678

Dear Sir/Madam,

Sub: Declaration of results of the voting on resolutions set out in the notice of 24th Annual General Meeting held on 26th September, 2017.

With reference to subject captioned above, please find attached herewith the Voting results in the format as specified under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

As per the requirements of Companies Act, 2013 and Listing Regulations, the Company had provided the facility of remote e-voting and voting through physical ballot to its Shareholders for voting on the business to be transacted at the 24th Annual General Meeting of the Company held on 26th September, 2017. The Company had appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretary, Mumbai as the Scrutinizer for remote e-voting and for conducting the voting process at the Annual General Meeting. As per the Scrutinizer's report, all resolutions as set out in the Notice convening 24th Annual General Meeting have been duly approved by the Shareholders with requisite majority (Copy of Scrutinizer's Report and Declaration of result by the Chairman of the Annual General Meeting is enclosed herewith for reference).

Kindly take the above on your record & oblige.

Thanking You,

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

Bombay Rayon Fashions Ltd. MUMBAI

Aman Agrawal
Chairman
Encl: As above

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
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CIN of Bombay Rayon Fashions Ltd. : L17120MH1992PLC066880

BRFL
Bombay Rayon Fashions Limited

BOMBAY RAYON FASHIONS LIMTED

24TH ANNUAL GENERAL MEETING HELD ON SEPTEMBER 26, 2017

Declaration of Results of the voting on resolutions as set out in notice of 24th Annual General Meeting

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 24th Annual General Meeting (AGM) of the Company was convened on September 26, 2017 at Sheila Raheja Hall, Rotary Services Centre, Rotary Chowk Juhu Tara Road, Santacruz (West), Mumbai- 400 049 at 11:30 a.m. to seek the approval of members of the Company on the resolutions as set out in the notice dated August 28, 2017.

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 SEBI (Listing Obligations and Disclosure Requirements) 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.	Adoption of Audited Financial Statements (Standalone and Consolidated) of the Company together with the report of the Board of Directors' and Auditors' for the financial year ended March 31, 2017.	100.00%	00.00%
2.	Appointment of a Director in place of Mr. Janardan Agrawal (DIN: 00019497), who retired by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.	99.91%	00.09%
3.	Appointment of a Director in place of Mr. A.R. Mundra (DIN: 00019234), who retired by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.	99.91%	00.09%

Bombay Rayon Fashions Ltd. MUMBAI

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E-mail : mail@bombayrayon.com • Website : www.bombayrayon.com
CIN of Bombay Rayon Fashions Ltd. : L17120MH1992PLC066880

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.	100.00%	00.00%
5.	Ratification of appointment and remuneration payable to M/s. K.S. Kamalakara & Co., Cost Auditors of the Company.	100.00%	00.00%
6.	Issue of Balance Equity Shares and Optionally Convertible Debentures in terms of SEBI (ICDR) Regulations, 2009 and pursuant to implementation of the BRFL S4A scheme.	100.00%	00.00%

% of shares are rounded off to nearest decimal.

Accordingly I, Aman Agarwal, Chairman, declare that all the 06 (Six) resolutions, as set out in the Notice of the 24th Annual General Meeting (AGM) of the Company, have been approved with requisite majority by the Members of the Company.

Further, in accordance with the provision of Regulation 44 of Listing Regulations, 2015, please find enclosed the details of the voting results in the prescribed format for your information and records.

Kindly take the above on record

For **BOMBAY RAYON FASHIONS LIMITED**



Aman Agarwal
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

September 27, 2017

The Chairman
Bombay Rayon Fashions Limited
D 1st Floor, Oberoi Garden Estates,
Chandivali Farms, Chandivali,
Andheri (East), Mumbai – 400072

Dear Sir,

Sub: **Scrutinizer's Report on the remote e-voting and physical voting through ballots at the 24th Annual General Meeting of the Members of Bombay Rayon Fashions Limited**

Bombay Rayon Fashions Limited ("the Company") at their Board meeting held on 11th August, 2017, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots on the resolutions contained in the Notice dated 28th August, 2017 of 24th Annual General Meeting held on 26th September, 2017 ("the AGM"), 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 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Companies Act, 2013 and Rules made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting through physical ballots on the resolutions contained in the aforesaid Notice of the AGM of the Members of the Company. 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 resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited ("CDSL"), an agency engaged by the Company to provide remote e-voting facility and physical voting through ballots as provided by Link Intime (India) Private Limited at the AGM.

As required under Section 101 of the Act, a notice was sent to the Members by permitted means for seeking approval of members on following resolutions:

RATHI & ASSOCIATES * MUMBAI * COMPANY SECRETARIES

1. **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of:
   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, Profit & Loss Account and Cash Flow Statement 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, Profit & Loss Account and Cash Flow Statement for the financial year ended on that date along with the report of the Auditors thereon;

2. **Resolution No. 2** as an Ordinary Resolution for appointment of Mr. Janardan Agrawal (DIN: 00019497) as a Director, who retired by rotation and being eligible, offered himself for re-appointment;

3. **Resolution No. 3** as an Ordinary Resolution for appointment of Mr. A. R. Mundra (DIN: 00019234) as a Director, who retired by rotation and being eligible, offered himself for re-appointment;

4. **Resolution No. 4** as an Ordinary Resolution for appointment of M/s. P. R. Agrawal & Awasthi, Chartered Accountants (Firm Registration Number 117940W),as the Statutory Auditors of the Company to hold office from conclusion of 24th Annual General Meeting till conclusion of the 29th Annual General Meeting subject to ratification of their appointment by the shareholders of the Company at every Annual General Meeting;

5. **Resolution No. 5** as an Ordinary Resolution for ratification of remuneration payable to M/s. K. S. Kamalakara & Co., Cost Accountants (Firm Registration No. 000296) for conducting the audit of the cost records of the Company for the Financial year 2017-18 pursuant to the provisions of Section 148 of the Companies Act, 2013;

6. **Resolution No. 6** as a Special Resolution for issue of balance Equity Shares and Optionally Convertible Debentures in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and pursuant to implementation of the BRFL S4A Scheme and authority to the Board of Directors of the Company to deal with matters related to the same.

The Company provided the remote e-voting facility offered by CDSL to cast votes on aforesaid resolutions for the members of the Company. The Company had also made available the physical ballots at the 24th AGM to enable the members to cast their votes on the aforesaid resolutions.



Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from Saturday, 23rd September, 2017 at 9.00 a.m. upto 5:00 p.m. on Monday, 25th September, 2017. Accordingly, e-votes casted upto 5.00 p.m. on 25th September, 2017 have been considered for my scrutiny. Further, the votes casted at the Annual General Meeting through physical ballots have also been considered for the scrutiny.

After the conclusion of the 24th AGM , 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 Mr. Pramod Kumar Agnihotri and Ms. Prachi Rakesh Shah. Thereafter, the remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Harsh Shah and Ms. Jasmeet Kaur Saluja. A summary of the votes cast by shareholders through remote e-voting and physical ballots with their pattern of voting is as per the Annexure annexed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 24th AGM 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

RATHI & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

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

ANNEXURE

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

Resolution No. 1 as an Ordinary Resolution for consideration and adoption of:

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, Profit & Loss Account and Cash Flow Statement 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, Profit & Loss Account and Cash Flow Statement for the financial year ended on that date along with the report of the Auditors thereon.

Sr. No.	Particulars		Resolution No. 1	
			No. of physical Ballots/ Remote E-Voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots		27	5,61,85,924
b.	Remote e-voting confirmations received		34	1,53,77,295
	Total		61	7,15,63,219
c.	Less: Invalid Physical Ballots/Remote e-voting confirmations		Nil	Nil
d.	**Net Valid Physical Ballot /Remote e-Voting confirmations**		61	7,15,63,219
	(i)	Physical Ballots /Remote e-voting confirmations with assent for the Resolution	56	7,15,62,816
% of Assent				100.00*
	(ii)	Physical Ballots /Remote e-voting confirmations with dissent for the Resolution	5	403
% of Dissent				0.00*

* rounded off to nearest decimal.

RATHI & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution No. 2 as an Ordinary Resolution for appointment of Mr. Janardan Agrawal (DIN: 00019497) as a Director, who retired by rotation and being eligible, offered himself for re-appointment.

Sr. No.	Particulars			Resolution No. 2	
				No. of physical Ballots/Remote E-Voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots			27	5,61,85,924
b.	Remote e-voting confirmations received			34	1,53,77,295
	Total			**61**	**7,15,63,219**
c.	Less: Invalid Physical Ballots/Remote e-voting confirmations			Nil	Nil
d.	**Net Valid Physical Ballot Forms/Remote e-Voting confirmations**			**61**	**7,15,63,219**
	(i)	Physical Ballots /Remote e-voting confirmations with assent for the Resolution		48	7,14,96,937
% of Assent					99.91*
	(ii)	Physical Ballots /Remote e-voting confirmations with dissent for the Resolution		13	66,282
% of Dissent					0.09*

* rounded off to nearest decimal



Resolution No. 3 as an Ordinary Resolution for appointment of Mr. A. R. Mundra (DIN: 00019234) as a Director, who retired by rotation and being eligible, offered himself for re-appointment.

Sr. No.	Particulars		Resolution No. 3	
			No. of physical Ballots/Remote E-Voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots		27	5,61,85,924
b.	Remote e-voting confirmations received		34	1,53,77,295
	Total		**61**	**7,15,63,219**
c.	Less: Invalid Physical Ballots/Remote e-voting confirmations		Nil	Nil
d.	**Net Valid Physical Ballot Forms/Remote e-Voting confirmations**		**61**	**7,15,63,219**
	(i)	Physical Ballots /Remote e-voting confirmations with assent for the Resolution	48	7,14,96,937
% of Assent				99.91*
	(ii)	Physical Ballots /Remote e-voting confirmations with dissent for the Resolution	13	66,282
% of Dissent				0.09*

* rounded off to nearest decimal.



Resolution No. 4 as an Ordinary Resolution for appointment of M/s. P. R. Agrawal & Awasthi, Chartered Accountants (Firm Registration Number 117940W),as the Statutory Auditors of the Company to hold office from conclusion of 24th Annual General Meeting till conclusion of the 29th Annual General Meeting, subject to ratification of their appointment by the shareholders of the Company at every Annual General Meeting.

Sr. No.	Particulars		Resolution No. 4	
			No. of physical Ballots/Remote E-Voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots		27	5,61,85,924
b.	Remote e-voting confirmations received		34	1,53,77,295
	Total		**61**	**7,15,63,219**
c.	Less: Invalid Physical Ballots/Remote e-voting confirmations		Nil	Nil
d.	**Net Valid Physical Ballot Forms/Remote e-Voting confirmations**		**61**	**7,15,63,219**
	(i)	Physical Ballots /Remote e-voting confirmations with assent for the Resolution	54	7,15,62,616
% of Assent				100.00*
	(ii)	Physical Ballots /Remote e-voting confirmations with dissent for the Resolution	7	603
% of Dissent				0.00*

* round off to nearest decimal



Resolution No. 5 as an Ordinary Resolution for ratification of remuneration payable to M/s. K. S. Kamalakara & Co., Cost Accountants (Firm Registration No. 000296) for conducting the audit of the cost records of the Company for the Financial year 2017-18 pursuant to the provisions of Section 148 of the Companies Act, 2013.

Sr. No.	Particulars		Resolution No. 5	
			No. of physical Ballots/ Remote E-Voting confirmation	No. of Shares voted
a.	Votes cast through physical ballots		27	5,61,85,924
b.	Remote e-voting confirmations received		34	1,53,77,295
	Total		61	7,15,63,219
c.	Less: Invalid Physical Ballots/Remote e-voting confirmations		Nil	Nil
d.	**Net Valid Physical Ballot Forms/Remote e-Voting confirmations**		61	7,15,63,219
	(i)	Physical Ballot /Remote e-voting confirmations with assent for the Resolution	54	7,15,62,616
% of Assent				100.00*
	(ii)	Physical Ballot /Remote e-voting confirmations with dissent for the Resolution	7	603
% of Dissent				0.00*

* rounded off to nearest decimal.



Resolution No. 6 as a Special Resolution for issue of balance Equity Shares and Optionally Convertible Debentures in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and pursuant to implementation of the BRFL S4A Scheme and authority to the Board of Directors of the Company to deal with matters related to the same.

Sr. No.	Particulars		Resolution No. 6	
			No. of physical Ballots/ Remote E-Voting confirmation	No. of Shares voted
a.	Votes cast through physical ballots		27	5,61,85,924
b.	Remote e-voting confirmations received		34	1,53,77,295
	Total		**61**	**7,15,63,219**
c.	Less: Invalid Physical Ballots/Remote e-voting confirmations		Nil	Nil
d.	**Net Valid Physical Ballot Forms/Remote e-Voting confirmations**		**61**	**7,15,63,219**
	(i)	Physical Ballots /Remote e-voting confirmations with assent for the Resolution	55	7,15,62,716
% of Assent				100.00*
	(ii)	Physical Ballots /Remote e-voting confirmations with dissent for the Resolution	6	503
% of Dissent				0.00*

* rounded off to nearest decimal

