



Bombay Rayon Fashions Limited
CIN No. L17120MH1992PLC066880

Registered Office: D-1st Floor, Oberoi Garden Estates, Chandivali Farms Road, Chandivali,
Andheri (East), Mumbai 400 072.

Tel.: +91 22 61068800, **Fax:** 022 61068830

Website: www.bombayrayon.com **Email:** investors@bombayrayon.com

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of Bombay Rayon Fashions Limited will be held on Thursday, 22nd November, 2018 at 12:30 p.m. at Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai – 400 049, to transact the following business:-

SPECIAL BUSINESS:

41,01,824 OPTIONALLY CONVERTIBLE DEBENTURES (OCDs) ALLOTTED TO THE LENDERS PURSUANT TO IMPLEMENTATION OF BRFL S4A SCHEME:

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

- (i) **“RESOLVED THAT** in partial modification to the earlier resolution passed by the members of the Company on 20th May, 2017 and 26th September, 2017 respectively in connection with allotment of 41,01,824 Optionally Convertible Debentures (OCDs) of Rs. 1000/- each and 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”), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 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, (“SEBI LODR Regulations”), as amended/re-enacted from time to time, 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

Bombay Rayon Fashions Limited

modification(s) as may be specified 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 members be and is hereby accorded to revise the terms of 41,01,824 OCDs of Rs. 1000 each allotted pursuant to the resolutions passed in meeting of the members of the Company on 20th May, 2017 and 26th September, 2017 respectively, as may be agreed between the Company and the OCD holders (or their trustee) for the time being in terms of the S4A Documents or any other Restructuring Documents, including extension of the tenor of the OCDs from 18 (eighteen) months to a period of 10 (ten) years from the date of issuance thereof.

RESOLVED FURTHER THAT 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/- each at any time in terms of the S4A Documents or any other Restructuring Documents upon exercise of option for conversion of debentures into equity shares at an issue price determined in accordance with the applicable law(s);

RESOLVED FURTHER THAT:

- a) The equity shares to be issued and allotted 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;
- b) The Equity Shares to be issued and allotted 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 (Issue of Capital and Disclosure Requirements) Regulations, 2009/ the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable;
- c) The equity shares to be issued and allotted 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;
- d) 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

Bombay Rayon Fashions Limited

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 above resolution 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, 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) 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: 24th October, 2018

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

Mail: investors@bombayrayon.com

Fax No :+91 22 61068830

Website: www.bombayrayon.com

Bombay Rayon Fashions Limited

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY 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 Ten days prior to the date of Extra Ordinary General Meeting to enable the management to compile the relevant information to reply to the same in the meeting.
6.
 - i) members holding shares in physical form are requested to immediately intimate any change in their residential address to Link Intime india private limited. Register and Transfer agent of the company, so that change could be effected in the Register of Members before the book closure.
 - ii) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.
 - iii) The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode. Accordingly, the Company sends all communications including the Notice in electronic Form to all Members whose email Id's are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested.
7. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 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 Extra Ordinary General Meeting.
8. The Register of the Members and the Share Transfer Books of the Company will remain closed from 17th November, 2018, to 22nd November, 2018 (both days inclusive).

Bombay Rayon Fashions Limited

9. The Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, for ordinary business and special business items, as required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 are annexed hereto.
10. Member's attending the meeting are requested to bring with them, their copy of Notice and attendance slip attached herewith.
11. Relevant documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection by the members at the Registered Office of the Company on 12th November, 2018 to 21st November, 2018 all working days.
12. 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.
13. 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.
14. 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.
15. 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.
16. 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 Extra-Ordinary General Meeting (EGM) 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 19th November 2018 at 9.00 a.m. and ends on 21st November, 2018 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) 15th November, 2018 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.

Bombay Rayon Fashions Limited

- (iv) Now, select “Bombay Rayon Fashions Limited” from the drop down menu & click on “Submit”
- (v) Now enter your user ID.
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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.

Bombay Rayon Fashions Limited

- (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 EGM [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 15th November

Bombay Rayon Fashions Limited

2018. 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.

17. 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 Extra Ordinary General Meeting in a fair and transparent manner.
18. The Chairman shall, at the EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility.
19. The Scrutinizer shall after the conclusion of voting at the EGM, 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 EGM, 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.
20. 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.
21. 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 19th November 2018, 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.
22. The road map of the location for the venue of Extra Ordinary General Meeting is map attached herewith.

By Order of the Board
For Bombay Rayon Fashions Limited
Prachi Deshpande
Company Secretary

Place: Mumbai

Dated: 24th October, 2018

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.:

41,01,824 Optionally Convertible Debentures (OCDs) allotted to the lenders pursuant to implementation of BRFL S4A Scheme:

The shareholders of the company had approved the issue of OCDs of Rs. 1000/- each to the lenders not exceeding Rs. 410,00,00,000/- (Rupees Four Hundred Ten crores only) and 1,06,732 OCDs of Rs. 1000/- each to State Bank of India (SBI) in their meetings held on 20th May, 2017 and 26th September, 2017 respectively on implementation of Scheme for Sustainable Structuring of Stressed Assets ("S4A Scheme" or "BRFL S4A Scheme") by them in the Company and accordingly 39,95,092 OCDs of Rs. 1000/- each to the lenders and 1,06,732 OCDs of Rs. 1000/- each to SBI were allotted by the company on 24th May, 2017 and 29th September, 2017 respectively.

The lenders were allotted 39,95,092 OCDs of Rs. 1000/- each as per the provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter refer to as "SEBI ICDR, 2009") and accordingly provisions of SEBI ICDR 2009 in relation to Preferential Issue i.e Regulation 71 (b) about relevant date, Regulation 75 about tenure of convertible securities and Regulation 76 about pricing of equity shares were applicable to the said allotment.

Post allotment of aforesaid 39,95,092OCDs, Securities and Exchange Board of India (SEBI) amended Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, vide its notifications dated 14th August, 2017 as Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2017. SEBI has vide SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2017 also substituted Regulation 70 (5) of the ICDR Regulations, 2009 (Regulation 158 (6) of SEBI ICDR 2018) by a new sub- regulation which provides non applicability of this Chapter VII where the preferential issue of specified securities is made to 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, subject to the conditions mentioned therein. Allotment of 1,06,732 OCDs of Rs. 1000/- each to SBI was made thereafter pursuant to amended SEBI ICDR Regulations and hence the requirements of Regulation 71 (b) about relevant date, Regulation 75 about tenure of convertible securities and Regulation 76 about pricing of equity shares (Regulation 161 (b) and Regulation 162 of ICDR, 2018) were not applicable for the said allotment of 1,06,732 OCDs.

Further, vide assignment agreements executed by the lenders/OCD holders with JM Financial Asset Reconstruction Company Limited (JMFARC), the OCDs held by these holders has been transferred in the name of JMFARC:

Bombay Rayon Fashions Limited

	Name of the Earlier OCD holder	No. of OCDs
1	State Bank of India	29,87,084
2	Karnataka Bank	9,299
3	Standard Chartered Bank	1,17,423
	Total	31,13,806

As per BRFL S4A scheme, the tenure of OCDs was proposed to be 15 (fifteen) years. However, in view of the provisions of SEBI ICDR 2009, the timelines for the redemption of the said OCDs and exercise of the option for conversion of the said OCDs into the equity shares of the Company was aligned with the maximum tenure of 18 (eighteen) months as permitted under SEBI ICDR 2009. As stated above, Securities and Exchange Board of India (SEBI) amended SEBI ICDR 2009, vide SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2017 substituting Regulation 70 (5) of the SEBI ICDR 2009 by a new sub-regulation providing for non-applicability of Chapter VII of the SEBI ICDR 2009 where the preferential issue of specified securities is made to 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, subject to the conditions mentioned therein. Similar provisions have been specified in Regulation 158 (6) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR 2018") as well.

As stated above, the tenure of OCDs was proposed to be 15 (fifteen) years. However, as per the Companies (Share Capital and Debenture) Rules, 2014, an issue of secured debentures shall be made provided that the date of the redemption of such secured debentures shall not exceed 10 (ten) years from the date of issuance of such secured debentures. Accordingly, in line with the BRFL S4A scheme and Companies (Share Capital and Debenture) Rules, 2014, it is proposed to revise the tenure of 39,95,092 OCDs allotted on 24th May, 2017 from present period of eighteen months to the period of 10 years from the date of issuance thereof and tenure of 1,06,732 OCDs allotted on 29th September, 2017 upto 10 years from the date of issuance, in line with the Scheme and the Companies (Share Capital and Debenture) Rules, 2014, 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(s) including the applicable guidelines of the RBI, at any time in terms of the S4A Documents or any other Restructuring Documents between the Company and the OCD holders and such other revisions in view of the revised Regulation 70(5) of the SEBI ICDR 2009 and Regulation 158(6) of SEBI ICDR 2018, keeping the rest of terms as unchanged.

The special resolution, if passed, will have the effect of allowing the Board/Committee to modify the terms of the above mentioned OCDs, on a preferential basis.

Since the proposed Special Resolution would result in revision in the terms of issue of OCDs of the Company, the consent of the shareholders is being sought pursuant to the all other applicable provisions of the Companies Act 2013 and the rules framed thereunder, SEBI ICDR 2009/ the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as applicable and the

Bombay Rayon Fashions Limited

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time and any other applicable law(s).

Accordingly, the Board recommends the resolution as set out in the Notice to enable the modification of the terms of the above mentioned OCDs.

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

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 of this Notice.

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

**Prachi Deshpande
Company Secretary**

Place: Mumbai

Dated: 24th October, 2018

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

Bombay Rayon Fashions Limited

MAP OF EGM



Address:

Sheila Raheja Hall, Rotary Service Centre,
Rotary Chowk, Juhu Tara Road,
Santacruz (West), Mumbai – 400 049.



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
CIN: 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]
Extra-Ordinary 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 Extra-Ordinary 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 on Thursday, November 22nd, 2018.

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



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
CIN: 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]
Extra-Ordinary 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 Extra-Ordinary General Meeting of Bombay Rayon Fashions Limited, to be held on Thursday, November 22nd, 2018 at Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai – 400 049, at 12.30 pm, and/or any adjournment(s) thereof in respect of such resolutions as set out in this notice:

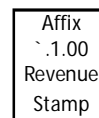
Resolution No.	Resolution	Vote (See Note no. 3)		
		For	Against	Abstain
Special Business				
1.	41,01,824 OPTIONALLY CONVERTIBLE DEBENTURES (OCDS) ALLOTTED TO THE LENDERS PURSUANT TO IMPLEMENTATION OF BRFL S4A SCHEME:			

Signed this _____ day of _____ 2018

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.