



NSE/BSE/22/2018-19

29 September, 2018

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: Submission of declaration of results of the voting along with Scrutinizer's report on resolutions set out in the notice of 25th Annual General Meeting held on 28th September, 2018.

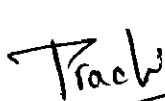
With reference to subject captioned above, please find attached herewith the Voting results in the format as specified under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

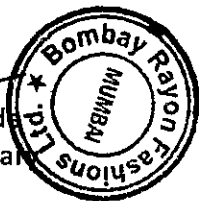
As per the requirements of Companies Act, 2013 and Listing Regulations, the Company had provided the facility of remote e-voting and voting through physical ballot to its Shareholders for voting on the business to be transacted at the 25th Annual General Meeting of the Company held on 28th September, 2018. 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 25th 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


Prachi Deshpande
Company Secretary



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



BOMBAY RAYON FASHIONS LIMITED

25TH ANNUAL GENERAL MEETING HELD ON SEPTEMBER 28, 2018

Declaration of Results of the voting on resolutions as set out in notice of 25th Annual General Meeting

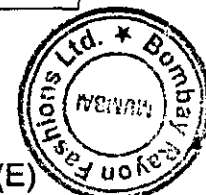
Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 25th Annual General Meeting (AGM) of the Company was convened on September 28, 2018 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 29 May, 2018.

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) together with the Report of the Board of Directors' and Auditors for the financial year ended March 31, 2018.	99.99%	00.01%
2.	To appoint Director in place of Mr. Aman Agrawal (DIN: 00019534) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.	100.00%	00.00%



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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

3.	To appoint a Director in place of Mr. Prashant Agarwal (DIN: 00019464), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.	100.00%	00.00%
4.	Ratification of Appointment and remuneration payable to M/s K.S. Kamalakara & Co., Cost Accountants, as the Cost Auditors of the company for the financial year 2018-19.	99.999%	00.001%

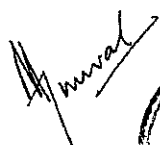
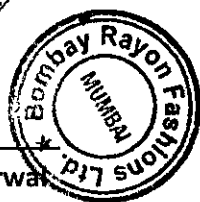
% of shares are rounded off to nearest decimal.

Accordingly I, Aman Agarwal, Chairman, declare that all the 4 (Four) resolutions, as set out in the Notice of the 25th 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 28, 2018

The Chairman

Bombay Rayon Fashions Limited
D 1st Floor, Oberoi Garden Estates,
Chandivali Farms Road,
Chandivali, Andheri (East),
Mumbai - 400 072

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at the 25th Annual General Meeting of the Members of Bombay Rayon Fashions Limited

Bombay Rayon Fashions Limited ("the Company") at their Board meeting held on 29th May, 2018, 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 29th May, 2018 of 25th Annual General Meeting held on 28th September, 2018 ("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 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 the Company 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:

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 2018 comprising of Balance Sheet as at 31st March 2018, 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 2018 comprising of Balance Sheet as at 31st March 2018, 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. Aman Agrawal (DIN: 00019534) 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. Prashant Agrawal (DIN: 00019464) as a Director, who retired by rotation and being eligible, offered himself for re-appointment;
4. **Resolution No. 4** as an Ordinary Resolution for ratification of appointment and payment of remuneration to M/s. K.S. Kamalakra & Co., Cost Auditors of the Company for Financial Year 2018-19.

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 25th 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 Tuesday, 25th September, 2018 at 9.00 a.m. upto 5:00 p.m. on Thursday, 27th September, 2018. Accordingly, e-votes casted upto 5.00 p.m. on 27th September, 2018 have been considered for my scrutiny. Further, the votes casted at the 25th AGM through physical ballots have also been considered for the scrutiny.

After the conclusion of the 25th 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. Jitendra Maheshwari and Ms. Esha Gupta. 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 25th 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



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 2018 comprising of Balance Sheet as at 31st March 2018, 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 2018 comprising of Balance Sheet as at 31st March 2018, 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 Voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	30	4,88,81,837
b.	Remote e-voting confirmations received	33	2,06,47,672
	Total	63	6,95,29,509
c.	Less: Invalid Physical Ballots/Remote e-voting confirmations	-	-
d.	Net Valid Physical Ballot Forms/Remote e-Voting confirmations	63	6,95,29,509
	(i) Physical Ballots /Remote e-voting confirmations with assent for the Resolution	60	6,95,28,708
	% of Assent		99.99*
	(ii) Physical Ballots /Remote e-voting confirmations with dissent for the Resolution	3	801
	% of Dissent		0.01*

* Rounded off to nearest decimal



Resolution No. 2 as an Ordinary Resolution for appointment of Mr. Aman Agrawal (DIN: 00019534) 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 Voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	30	4,88,81,837
b.	Remote e-voting confirmations received	34	2,06,47,900
	Total	64	6,95,29,737
c.	Less: Invalid Physical Ballots/Remote e-voting confirmations	-	-
d.	Net Valid Physical Ballot Forms/Remote e-Voting confirmations	64	6,95,29,737
	(i) Physical Ballots /Remote e-voting confirmations with assent for the Resolution	61	6,95,29,536
% of Assent			100.00*
	(ii) Physical Ballots /Remote e-voting confirmations with dissent for the Resolution	3	201
% of Dissent			0.00*

* Rounded off to nearest decimal



Resolution No. 3 as an Ordinary Resolution for appointment of Mr. Prashant Agrawal (DIN: 00019464) 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 Voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	30	4,88,81,837
b.	Remote e-voting confirmations received	34	2,06,47,900
	Total	64	6,95,29,737
c.	Less: Invalid Physical Ballots/ Remote e-voting confirmations	-	-
d.	Net Valid Physical Ballot Forms/Remote e-Voting confirmations	64	6,95,29,737
	(i) Physical Ballots /Remote e-voting confirmations with assent for the Resolution	62	6,95,29,636
% of Assent		100.00*	
	(ii) Physical Ballots /Remote e-voting confirmations with dissent for the Resolution	2	101
% of Dissent		0.00*	

* Rounded off to nearest decimal



Resolution No. 4 as an Ordinary Resolution for ratification of appointment and payment of remuneration to M/s. K.S. Kamalakara & Co., Cost Auditors of the Company for Financial Year 2018-19.

Sr. No.	Particulars	Resolution No. 4	
		No. of physical Ballots/ Remote Voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	30	4,88,81,837
b.	Remote e-voting confirmations received	34	2,06,47,900
	Total	64	6,95,29,737
c.	Less: Invalid Physical Ballots/Remote e-voting confirmations	-	-
d.	Net Valid Physical Ballot Forms/Remote e-Voting confirmations	64	6,95,29,737
	(i) Physical Ballots /Remote e-voting confirmations with assent for the Resolution	60	6,95,28,916
% of Assent			99.999*
	(ii) Physical Ballots /Remote e-voting confirmations with dissent for the Resolution	4	821
% of Dissent			0.001*

* Rounded off to nearest decimal

