

SE/13/2016-17

9th May, 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 Monday, 9th May, 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. May 9, 2016, at 2nd Floor, Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhutara Road, Santacruz (West), Mumbai – 400 049, have passed the resolution for:

1. issue of 56,321,428 Equity Shares of face value of Rs. 10/- each at a price of Rs. 165.88 per share aggregating to Rs. 9,342,598,477/- on Preferential basis to the CDR lenders on conversion of Working Capital Term Loan ("WCTL") and Funded Interest Term Loan ("FITL") into equity share capital in complete supersession and substitution of the approval granted by the Members of the Company in this regard vide Special Resolution passed at the Extra-ordinary General Meeting of the Company held on 27th April 2016.

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 Deshpande
Company Secretary



9th May, 2016

To,
The Members of
Bombay Rayon Fashions Limited

Subject: Declaration of Results of the voting on resolution set out in shorter notice of Extra-Ordinary General Meeting held on 9th May, 2016

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 at shorter notice on 9th May, 2016 at 2nd 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 2nd May, 2016.

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 resolution 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.	For Issue of 5,63,21,428 equity shares of face value of Rs. 10/- each at a price of Rs. 165.88 aggregating to Rs. 9,34,25,98,477 on preferential basis in terms of ICDR	*100%	0%

	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.		
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* Rounded off to 100.

Accordingly, I, Aman Agrawal, Chairman, declare that the resolution as set out in the Notice of the EGM of the Company, have been approved with requisite majority by the Members of the Company and in supersession to the earlier resolution passed by the Members at their Extra-Ordinary General Meeting held on 27th April, 2016.

Kindly take the above on record.

For **BOMBAY RAYON FASHIONS LIMITED**

X A A


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

9th May, 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 of 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 2nd May, 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 held on 9th May, 2016 ('EGM') on the resolution contained in the shorter notice dated 2nd May, 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 read with Secretarial Standard on General Meetings, 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 5,63,21,428 equity shares of face value of Rs. 10/- each at a price of Rs. 165.88 aggregating to Rs. 9,34,25,98,477/- 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" in supersession to the earlier resolution passed by the Members of the Company at their Extra-ordinary General Meeting held on 27th April, 2016.



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 Friday, 6th May, 2016 up to 05:00 p.m. of Sunday, 8th May, 2016. Accordingly, e-votes cast upto 05:00 p.m. of Sunday, 8th May, 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 Mr. Anil Parekh and Ms. Asha Lata Maheshwari. 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 4th May, 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


HIMANSHU S. KAMDAR
PARTNER

FCS NO.: 5171

COP NO.: 3030



COUNTERSIGNED BY
For BOMBAY RAYON FASHIONS LIMITED




AMAN AGARWAL
CHAIRMAN

ANNEXURE

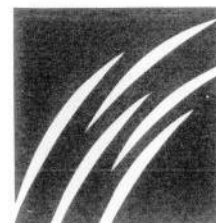
The summary of the votes cast through remote e-Voting and physical ballots received for each of the resolutions is given below:

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	25	100417
b.	Remote e-Voting Confirmations received	51	129493279
	Total	76	129593696
c.	Less: Invalid Physical Ballot Forms / Remote e-Voting confirmations	0	0
d.	Valid Physical Ballot Forms / Remote e-Voting for the Resolution	76	129593696
	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	-	(91748720)
	Net Valid Physical Ballot Forms / Remote e-Voting for the Resolution	76	37844976
(i)	Physical Ballot Forms / Remote e-Voting with assent for the Resolution	72	37844773
	% of Assent		*100%
(ii)	Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	4	203
	% of Dissent		0%

* Rounded off to 100.



**BRFL**

Bombay Rayon Fashions Ltd.

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?								
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	39445678	31.8400	39445678	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		39445678	31.8400	39445678	0	100.0000	0.0000
Public Institutions	E-Voting	1838130	1071499	58.2929	1071499	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1071499	58.2929	1071499	0	100.0000	0.0000
Public Non Institutions	E-Voting	8874690	4534600	51.0959	4534400	200	99.9956	0.0044
	Poll		100417	1.1315	100414	3	99.9970	0.0030
	Total		4635017	52.2274	4634814	203	99.9956	0.0044
Total		134600000	45152194	33.5455	45151991	203	99.9996	0.0004

For BOMBAY RAYON FASHIONS LIMITED

Chairman

