

**BRFL**

Bombay Rayon Fashions Limited

NSE/BSE/34/2018-19

23rd November, 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 the declaration of voting results along with Scrutinizer's report on the resolution as set out in the notice of Extra Ordinary General Meeting ("EGM") of the Company held on 22nd November, 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 Extra Ordinary General Meeting of the Company held on 22nd November, 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 EGM in a fair and transparent manner. As per the consolidated Scrutinizer's report, resolution as set out in the Notice convening EGM have been duly approved by the Shareholders with requisite majority, the copy of Scrutinizer's Report and Declaration of voting results by the Chairman are enclosed herewith for reference and records.

Kindly take the above on your record & oblige.

Thanking You,

Yours faithfully,

For Bombay Rayon Fashions Limited

Prachi Deshpande
Company Secretary



BOMBAY RAYON FASHIONS LIMITED

EXTRA ORDINARY GENERAL MEETING HELD ON NOVEMBER 22, 2018

Declaration of voting Results on the resolutions as set out in notice of Extra Ordinary General Meeting ("EGM")

Dear Sir,

Pursuant to the provisions of the Companies Act, 2013, the Extra Ordinary General Meeting (EGM) of the Company was convened on November 22nd, 2018 at 2nd floor Sheila Raheja Hall, Rotary Services Centre, Rotary Chowk Juhu Tara Road, Santacruz (West), Mumbai- 400 049 at 12:30 p.m. to seek the approval of members of the Company on the resolution as set out in the notice dated 24th October, 2018.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility to the members to vote electronically by remote e-voting (prior to the date of EGM) and also by physical ballot (at the venue of EGM) 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 consolidate report on thee-voting and the physical ballot, a copy of which is attached hereto. The summary of the voting results is as under:

Sr. No.	Particulars	Type of Resolution (Ordinary/Special)	% of shares voted in favour of the resolution	% of shares voted against the resolution
1.	For revision 41,01,824 Optionally Convertible Debentures (OCDs) of Rs. 1000/- each allotted to the lenders pursuant to the resolutions passed in the meetings of the members of the Company on 20 th May, 2017 and 26 th September, 2017, respectively, by extending the tenor of the said OCDs from 18 months to 10 years.	Special	99.99%	0.01%

% of shares are rounded off to nearest decimal.

Accordingly I, Aman Agarwal, Chairman, declare that 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.

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

November 22, 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 Extra-ordinary General Meeting of the Members of Bombay Rayon Fashions Limited held on 22nd November, 2018

Bombay Rayon Fashions Limited ("the Company") vide resolution passed by its Board of Directors at their meeting held on 24th October, 2018, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots on the resolution contained in the Notice dated 24th October, 2018 of Extra-ordinary General Meeting held on 22nd November, 2018 ("the EGM"), 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 resolution contained in the aforesaid Notice of the EGM 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 resolution, 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 voting through ballots as provided by the Company at the EGM.



As required under Section 101 of the Act, a notice was sent to the Members by permitted means for seeking approval of members on Special Resolution for revision in terms of 41,01,824 Optionally Convertible Debentures ("OCDs") of Rs. 1000/- each allotted to the lenders pursuant to the resolutions passed in the meetings of the members of the Company on 20th May, 2017 and 26th September, 2017, respectively, by extending the tenor of the said OCDs from 18 months to 10 years.

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

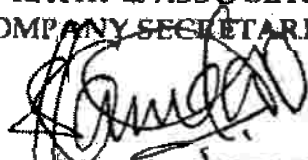
Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from Monday, 19th November, 2018 at 9.00 a.m. upto 5.00 p.m. on Wednesday, 21st November, 2018. Accordingly, e-votes casted upto 5.00 p.m. on 21st November, 2018 have been considered for my scrutiny. Further, the votes casted at the EGM through physical ballots have also been considered for the 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 Mr. Jayesh Parekh 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. Dhvani Mehta. 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 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
M. NO.: FCS 5171
COPNO.: 3030



ANNEXURE

The summary of the votes cast through physical ballots and remote e-voting confirmations received for **Special Resolution** for revision in terms of 41,01,824 Optionally Convertible Debentures ("OCD") of Rs. 1000/- each allotted to the lenders pursuant to the resolutions passed in the meetings of the members of the Company on 20th May, 2017 and 26th September, 2017, respectively, by extending the tenor of the said OCDs from 18 months to 10 years:

Sr. No.	Particulars	Resolution	
		No. of physical Ballots/ Remote Voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	41	1,25,71,139
b.	Remote e-voting confirmations received	29	6,42,16,883
	Total	70	7,67,88,022
c.	Less: Invalid Physical Ballots/Remote e-voting confirmations	2	1,500
d.	Net Valid Physical Ballots /Remote e-Voting confirmations	68	7,67,86,522
	(i) Physical Ballots /Remote e-voting confirmations with assent for the Resolution	64	7,67,75,019
% of Assent		99.99*	
	(ii) Physical Ballots /Remote e-voting confirmations with dissent for the Resolution	4	11,503
% of Dissent		0.01*	

* Rounded off to nearest decimal.

