

# Rathi & Associates

## COMPANY SECRETARIES

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January 8, 2016

To,  
The Chairman  
BOMBAY RAYON FASHION LIMITED  
D, 1<sup>st</sup> Floor, Oberoi Garden Estates,  
Chandivali Farms Road, Andheri (East),  
Mumbai – 400 072

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014**

Bombay Rayon Fashions Limited ("the Company") vide resolution passed by its Board of Directors at their meeting held on 10<sup>th</sup> November, 2015, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules of Chapter VII") and the said provisions are duly complied with.

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Postal Ballot Notice and explanatory statement under Section 102 of the Companies Act, 2013, along with postal ballot form and pre-paid postal envelope returnable to the Scrutinizer were sent to the shareholders by courier and through electronic means, for passing the Special Resolution for Alteration of Articles of Association of the Company by way of insertion of new Articles 65(iii) and 65(iv) after existing Article 65(ii) in the Articles of Association of the Company as set out in the resolution proposed for seeking approval of shareholders.

The Company also availed the e-Voting facility offered by Central Depository Services (India) Limited (CDSL) for providing e-Voting facility to the shareholders of the Company as required under Rule 20 of the Rules of Chapter VII.

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer so as to reach not later than 5.00 p.m. on Wednesday, 6<sup>th</sup> January, 2016 or cast their votes through e-voting on the basis of password provided to them by CDSL by 5.00 p.m. on Wednesday, 6<sup>th</sup> January, 2016. Accordingly, the Postal Ballot Forms received and e-votes cast upto 5.00 p.m. on Wednesday, 6<sup>th</sup> January, 2016 have been considered for my scrutiny. As required under Rule 22(10) of the Companies (Management and



Administration) Rules, 2014, a register was maintained and particulars of all postal ballot forms received from the shareholders have been recorded therein.

Further, The Securities and Exchange Board of India vide its Order bearing No. WTM/PS/08/CFD/JUNE/2013 dated 4<sup>th</sup> June, 2013 under the Sections 11(1), 11(2)(j), 11(4) and 11(B) 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 on such number of shares which represents excess of three times of 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 based on the Public Shareholding as on 27<sup>th</sup> November, 2015.

A summary of the Postal Ballot Forms received and e-Voting confirmations with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by shareholders through Postal Ballots and E-Voting in respect of the above mentioned Resolution may accordingly be declared by the Chairman.

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



CHAIRMAN

A summary of Postal Ballot Form (PBF) received/ Votes Cast through e-Voting is as under:

**For Resolution no.1:**

Sr. No.	Particulars	Resolution no. 1	
		No. of Postal Ballot Forms / E-Voting	No. of Shares voted
a.	Votes cast through Postal Ballot Forms	86	5,252
b.	e-Voting Confirmations received	50	129,755,716
	<b>Total</b>	<b>136</b>	<b>129,760,968</b>
c.	Less: Invalid Postal Ballot Forms	8	447
d.	<b>Valid Postal Ballot Forms / e-Voting for the Resolution</b>	<b>128</b>	<b>129,760,521</b>
	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		92,065,280
	<b>Net Valid Postal Ballot Forms / e-Voting for the Resolution</b>	<b>128</b>	<b>37,695,241</b>
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	122	37,694,641
	<b>% of Assent</b>		<b>*100%</b>
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	6	600
	<b>% of Dissent</b>		<b>0%</b>

\* Rounded off to the nearest number

For Bombay Rayon Fashions Limited



*B. Agarwal*

Chairman

DIN:00019497

Date: 8<sup>th</sup> January, 2016

Place: Mumbai