



NSE/BSE/35/2018-19

3rd December, 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: Declaration of voting result of the Postal Ballot as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provision of Section 110 of the Companies act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company had conducted the process of Postal Ballot for seeking the approval of the members of the Company, by way of Special Resolution, for authorising the Board of Directors of the Company to sale/transfer/dispose of non-core assets of the Company as specified in the aforesaid postal ballot notice dated September 28, 2018.

Further in accordance to the regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting the results of the voting by Postal Ballot (including evoting). We are also enclosing Scrutinizer's report dated December 3, 2018.

As per the aforesaid Scrutinizer's Report, the Members of the Company have duly approved the resolution as embodied in the postal ballot notice dated September 28, 2018 with requisite majority.

The said Postal ballot is being displayed at the registered office of the Company. The said result will also be uploaded on the website of the Company www.bombayrayon.com on the website of Company.

Kindly take the above on your record & oblige.

For BOMBAY RAYON FASHIONS LIMITED


Aman Agarwal
Chairman

End: As above



NOTICE TO THE MEMBERS
DECLARATION OF RESULT OF POSTAL BALLOT

Pursuant to Section 110 of the Companies act 2013 read with rule 22 of Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 consent of the members of the Company was sought by way of Special resolution as set out in the postal ballot notice dated 28th September 2018 by means of physical Postal ballot forms and voting through electronic means (e-voting).

Postal Ballot Notice containing the resolution together with the explanatory statement annexed to the Notice was sent to all the members of the Company and last of receipt of postal ballot forms, either through physical submission of postal ballot forms by the members of the company in postage pre-paid self-address envelop or through e-voting was 1st December, 2018 Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries Mumbai was appointed as the scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Scrutinizer has submitted report dated 3rd December, 2018 and basis the report of the scrutinizer on the voting done through postal ballot forms as well as through e-voting by the members, it is hereby declared that the resolution as set out in the postal ballot notice dated 28th September, 2018 has been duly passed by the members of the Company with the requisite majority.

The details of the voting results of the resolution passed through postal ballot process (including e-voting):

1.	Date Postal Ballot: (a) Date of Postal Ballot Notice (b) Date of Declaration of results of postal ballot	28 th September, 2018 3 rd December, 2018
2.	Last date of receipt of postal ballots forms/e-voting	1 st December, 2018
3.	Total Number of Shareholders as on cut- off date for ascertaining the list of shareholder to whom the notice of postal was sent and also for reckoning voting rights. (i.e. Cut-off date for Benpos-beneficiary position)	26148 equity shareholders (as on 26th October, 2018)
4.	No of Shareholders present in the meeting either in person or through proxy: Promoters and promoter group: Public:	Not Applicable
5.	No of Shareholders attended the meeting through Video conferencing Promoters and Promoter group: Public:	Not Applicable



Bombay Rayon Fashions Limited

Resolution (Special) Required : 1 -Special resolution for authorising the Board of Directors of the Company to sale/transfer/dispose of non-core assets of the Company as specified in the aforesaid postal ballot notice

Whether promoter/promoter group are interested in the agenda/resolution? NO

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	119083652	64197220	53.9093	64197220	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		64197220	53.9093	64197220	0	100.0000	0.0000
Public Institutions	E-Voting	174958981	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	23433846	33920	0.1447	19768	14152	58.2783	41.7217
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		17915	0.0764	17415	500	97.2090	2.7910
	Total		51835	0.2211	37183	14652	71.7334	28.2666
Total		317476479	64249055	20.2374	64234403	14652	99.9772	0.0228



Accordingly I, Aman Agarwal, Chairman, declare that resolution as set out in the Notice of the Postal ballot 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

December 3, 2018

The Chairman

Bombay Rayon Fashions Limited

D 1st Floor, Oberoi Garden Estates,
Chandivali Farms, Chandivali,
Andheri (East), Mumbai – 400072

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") at their Board meeting held on 28th September, 2018, appointed the undersigned as the Scrutinizer to ensure that the process of the Postal Ballot in connection with voting on resolution vide the Postal Ballot Notice dated 28th September, 2018 is conducted in the manner as 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, in a fair and transparent manner.

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Postal Ballot Notice dated 28th September, 2018 and Explanatory Statement thereto 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 speed post and through electronic means, for seeking approval of members to the special resolution for authorising the Board of Directors of the Company to sale/transfer/dispose-off certain non-core assets of the Company pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 and relevant rules made thereunder.



The Company also provided the remote e-voting facility to the Shareholders of the Company as offered by Central Depository Services (India) Limited ("CDSL") as required under Rule 20 of the Rules of Chapter VII. The remote e-voting period commenced on November 2, 2018 at 9:00 A.M. and ended on December 1, 2018 at 5:00 P.M.

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 Saturday, 1st December, 2018 or cast their votes through remote e-Voting not later than 5.00 p.m. on Saturday, 1st December, 2018. Accordingly, the Postal Ballot Forms received and e-votes cast upto 5.00 p.m. on Saturday, 1st December, 2018 have been considered for my scrutiny. As required under Rule 22(10) of the Rules of Chapter VII, a register was maintained and particulars of all postal ballot forms received from the shareholders have been recorded therein.

A summary of the Postal Ballot forms received and remote 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 remote e-voting in respect of the above mentioned Resolution may accordingly be declared by the Chairman or such other person as may be authorized by the Board in this regard.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

**HIMANSHU S. KAMDAR
PARTNER
FCS No. 5171
COP No. 3030**



Annexure

The summary of the Postal Ballot Forms (PBF) and remote e-voting confirmations for the special resolution for authorizing the Board of Directors of the Company to sale/transfer/dispose-off certain non-core assets of the Company pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 and relevant rules made thereunder:

Sr. No.	Particulars	No. of PBF/ Remote e-voting confirmations	No. of equity shares voted
a.	Votes casted through PBF	64	18,456
b.	Remote e-voting confirmations received	74	6,42,31,140
	Total	138	6,42,49,596
c.	Less: Invalid PBF/ Remote e-voting confirmations	10	541
d.	Net Valid PBF / Remote e-voting confirmations	128	6,42,49,055
(i)	Physical PBF/ Remote e-voting confirmations with assent for the Resolution	113	6,42,34,403
	% of Assent		99.98*
(ii)	Physical PBF / Remote e-voting confirmations with dissent for the Resolution	15	14,652
	% of Dissent		0.02*

* rounded off to nearest decimal.

