

## Annexure VI

### Report on Corporate Governance

**The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2018, in terms of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").**

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Bombay Rayon Fashions Limited ("the Company") strives to follow the best corporate governance practices, develop best policies/guidelines, communicate and train all its employees in order to foster a culture of compliance and obligation at every level of the organization.

#### **1. Company's Philosophy on code of Corporate Governance.**

Your Company is continuously committed to the principles of good Corporate Governance in upholding fair and ethical business/corporate practices and for that is continuously an endeavor to review, strengthen and upgrade its systems and processes in its business segments.

The Company has always aimed to maintain transparency in its financial reporting and keep all its stakeholders informed about its policies, performance and developments. Bombay Rayon Fashions Limited ("BRFL") has contributed and will always contribute to sustain stakeholders' confidence by continuing and adopting new good practices, which is at the temperament of effective corporate governance.

The Board has always empowered responsible persons to implement policies and guidelines related to the key elements of corporate governance viz. transparency, disclosure, supervision, internal controls, risk management, internal and external communications, high standards of safety, accounting fidelity, product and service quality including setting up of adequate review processes.

Your Company confirms compliance to the Corporate Governance requirements as mentioned in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as 'Listing Regulations'].

#### **2. Board of Directors.**

##### **a) Composition of the Board:**

The Company has an optimum combination of Executive and Non-Executive Directors. As on March 31, 2018, the Board comprised of the 11 Directors, of which four Directors are Executive Directors and Seven Directors are Non-Executive Directors. Out of seven non – executive directors one is non – executive Chairman, five are independent directors and one is a Nominee Director appointed by State Bank of India.

Since the chairman of the company was Non-executive promoter Director, the composition of the Board of Directors of the Company is short of one Independent Director in accordance with the Regulation 17(1) of the Listing Regulations as on 31<sup>st</sup> March 2018.

However, with the resignation of Mr. Janardhan Agrawal, Chairman & Director on 19<sup>th</sup> April, 2018, the strength of Board is reduced to 10 and its constitution has become compliant to regulation 17(1) of the Listing Regulations 2015.

##### **b) Board Meetings:**

During the year under review, 6 (Six) Meetings of the Board of Directors of the Company were convened on April 25, 2017, May 30, 2017, August 11, 2017, August 28, 2017, November 14, 2017, February 14, 2018. The previous Annual General Meeting of the Company was held on 26<sup>th</sup> September, 2017.

The Company Secretary prepares the agenda and the explanatory notes, in consultation with the Managing Director and Executive Director – Finance and circulates the same in advance to the Directors. Every Director is free to suggest inclusions of items in the agenda. The Board meets at least once every quarter to review, inter alia, the quarterly results together with the Operations and Performance of the Company. Additional Meetings are held, whenever considered necessary. The draft minutes containing the proceedings of the Meeting of the Board, after incorporating the comments, if any, of the Directors are confirmed by the Board Members at their next Meeting and signed by the Chairman of the meeting. Senior Management Personnel are called to provide additional inputs for the items being discussed by the Board of Directors whenever necessary. The items in the Agenda are backed by comprehensive

background information so as to enable the Board to take appropriate decisions. In addition to the information required as per Regulation 17 of listing regulation, approvals of the Board are taken for all major events. The Board also reviews the Compliance report of all laws applicable to the Company. The Managing Director keeps the Board appraise of the overall performance of the Company.

The other Directorship of Board of Directors & Committee membership is given hereunder:

Name of Director & DIN	Category	No. of Board meetings attended during the year	Whether previous AGM attended	No. of other		
				Directorships*	Committee Memberships#	Committee Chairmanships \$
Mr. Janardhan Agrawal DIN: 00019497	Chairman, Promoter, Non-Executive; Non-Independent	1	No	3	-	1
Mr. Naseer Ahmed DIN: 00027095	Non-Executive; Independent	1	No	2	-	-
Mr. Aman Agrawal DIN: 00019534	Vice- Chairman, Promoter, Executive; Non-Independent	2	Yes	2	-	-
Mr. Prashant Agrawal DIN: 00019464	Managing Director, Promoter, Executive; Non-Independent	6	Yes	2	1	-
Mr. A. R. Mundra DIN: 00019234	Whole-time Director, Executive; Non-Independent	6	Yes	1	4	-
Mr. Suresh Vishwasrao DIN: 00837235	Non-Executive; Independent	6	Yes	2	3	-
Mr. M. M. Agrawal DIN: 00681433	Non-Executive; Independent	5	No	4	1	1
Mr. A. Arumugham DIN: 00350163	Non-Executive; Independent	2	No	2	-	2
Mr. John Mathew DIN: 01632626	Non-Executive; Independent	5	Yes	1	2	-
Ms. Prachi Deshpande DIN: 02975271	Whole-time Director; Executive; Non-Independent	6	Yes	1	1	-
Mr. Narayanan Raja DIN: 00503400	Non-Executive; Nominee Director	6	No	4	-	-

**Note:** Except that Mr. Aman Agrawal & Mr. Prashant Agrawal being sons of Mr. Janardhan Agrawal, no other director is related whether directly or indirectly to any other director listed above.

\* Directorships in Private Companies, Foreign Companies and the Companies under Section 8 of the Companies Act, 2013 are excluded.

# \$ Memberships and Chairmanships of Audit Committee and Stakeholders Relationship Committee have been considered.

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### c) Appointment / re-appointment of Directors:

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Aman Agrawal and Mr. Prashant Agrawal will retire by rotation at the ensuing Annual General Meeting and the necessary details of the said directors have been provided in Notice of AGM.

### d) Details pertaining to the Non-Executive Directors' Shareholding and Compensation and disclosures:

Apart from sitting fees for attending Board & Committee meetings, no other fees or commission is paid to the Non-Executive Independent Directors during the financial year.

In accordance with the Special resolution passed by Shareholders of the Company at their Annual General Meeting held on September 23, 2016, Mr. Janardhan Agrawal, the Non – Executive Chairman is entitled for a commission @ 1% of the net profits. However, due to loss in the financial year ended 31<sup>st</sup> March, 2018, no commission has been paid.

The detail of shareholding of Non-executive Directors:

Except Mr. Janardhan Agrawal who holds 7576140 equity shares of the Company, no other non-executive director hold any equity shares in the Company.

### FAMILIARISATION PROGRAMME FOR DIRECTORS

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company.

In addition to the above, the familiarization program for Independent Directors forms part of the Board process. At the quarterly Board meetings of the Company held during the financial year 2017-18, the Independent Directors were updated on the developments in the Company and the Company's performance. The details of the familiarisation program for Independent Directors are available on the Company's website at [www.bombayrayon.com](http://www.bombayrayon.com) and the web link for the same is as follows <http://www.bombayrayon.com/pdfs/familiarization.pdf>

## 3. Audit Committee:

### a. Brief Description of Audit Committee:

The Board has constituted Audit Committee with well-qualified members. All Members of the Audit Committee possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors and the Board of Directors and oversees the financial reporting process.

Audit Committee of the Company has been constituted and its composition is in accordance with the provisions of Section 177 of the Companies Act, 2013, and in terms with Regulation 18 of Listing Regulations.

### b. Terms of Reference of the Audit Committee:

The role of the Audit Committee includes the following:

- I. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- II. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- III. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- IV. Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;

- e. Compliance with listing and other legal requirements relating to financial statements;
- f. Disclosure of any related party transactions;
- g. Modified opinion(s) in the draft audit report;
- V. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- VI. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- VII. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- VIII. Approval or any subsequent modification of transactions of the listed entity with related parties;
- IX. Scrutiny of inter-corporate loans and investments;
- X. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- XI. Evaluation of internal financial controls and risk management systems;
- XII. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- XIII. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- XIV. Discussion with internal auditors of any significant findings and follow up there on;
- XV. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- XVI. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- XVII. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- XVIII. To review the functioning of the whistle blower mechanism;
- XIX. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- XX. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

**The Audit Committee shall mandatorily review the following information:**

- i. Management discussion and analysis of financial condition and results of operations;
- ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses; and
- v. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- vi. Statement of deviations:

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- a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

### C. Composition of Audit Committee and Number of Meetings Attended:

Four meetings of the Audit Committee were held during the financial year. These were held on May 30, 2017, August 11, 2017, November 14, 2017, February 14, 2018. The attendance each of the Committee Member is under:

Sr. No.	Name of the Committee Members	Designation	No. of meeting held during the year	No. of meetings attended
1.	Mr. A. Arumugham	Chairman	4	1
2.	Mr. Suresh Vishwasrao	Member	4	4
3.	Mr. A. R. Mundra	Member	4	4
4.	Mr. John Mathew	Member	4	4

The Audit Committee invites Senior Executives, Representatives of the Statutory Auditors of the Company & Head of the Internal Audit Department, whenever it considers appropriate, in the meetings. The Company Secretary of the Company acts as a secretary to the Audit Committee.

### 4. Nomination and Remuneration Committee (“NRC”):

#### a) Brief description of Terms of reference:

The Nomination and Remuneration Committee of the Company has been constituted in accordance with the provisions pursuant to Regulation 19 of Listing Regulations and Section 178 of the Companies Act, 2013.

The Committee has the mandate to review and recommend compensation/ remuneration payable to the Managing Director, Whole-time Directors and Senior Management of the Company. Its function also includes administering the Company’s Stock Option Plans, if any, including the review and grant of the Stock Options to eligible employees under plans, as and when necessary. The Committee reviews the performance of the Managing Director, Whole-time Directors, committees of the Board and Senior Management of the Company for the abovementioned purpose and may have requisite parameters as it may deem fit.

In addition to the above role, Committee also perform the following other roles;

- I. to formulate criteria for determining qualifications, positive attributes and independence of a Director and oversee the succession management process for the Board and senior management employees;
- II. to recommend the Board a policy relating to the remuneration of the Directors, KMPs and other employees of the Company;
- III. to formulate criteria for evaluation of Independent Directors and the Board;
- IV. to devise a policy on Board Diversity;
- V. to carry out evaluation of every Director’s performance;
- VI. to identify persons who are qualified to become Director and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- VII. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

**b) Composition of Nomination and Remuneration Committee and the number of meetings attended:**

During the financial year ended 31<sup>st</sup> March, 2018, 1 (one) meeting on February 14, 2018 was held in which following members of the Committee were present:

Sr. No.	Name of the Committee Member	Designation	Presence
1.	Mr. Naseer Ahmed	Chairman	No
2.	Mr. Suresh Vishwasrao	Member	Yes
3.	Mr. A. Arumugham	Member	No
4.	Mr. John Mathew	Member	Yes

**c) Performance Evaluation Criteria for Independent Directors:**

The Board of Directors has formulated performance evaluation criteria of Independent Directors of the Company. The Performance Evaluation of Independent Directors is carried out on the basis of the said performance evaluation criteria and their role, expertise, skills, leadership qualities, strategic direction to align company’s value and standards, effective decision making ability, Initiative on knowledge updates and internal controls.

As required under Section 149 of the Companies Act, 2013 read with Schedule IV to the Act and Regulation 25 of Listing Regulations, the Meeting of Independent Directors of the Company was held on February 14, 2018 inter-alia to review the performance of non-independent Directors, the Chairman of the Company and Board as a whole and to assess the quality, quantity and flow of information between the management and the Board. The said meeting was attended by the Independent Directors of the Company.

**5. Remuneration of Director:**

- i. There are no pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the Company, except otherwise stated in the Report;

Except the Chairman of the Company, all the Non-executive Directors receives sitting fees for attending Board Meetings, Audit Committee Meetings and Nomination and Remuneration Committee Meetings.

The sitting fees paid to Non-Executive Directors are within the limits prescribed under the Companies Act, 2013 read with the relevant Rules. The non - executive directors, except Chairman, have been paid sitting fees of Rs. 20,000/- each per meeting for attending Board

Meetings, Audit Committee Meetings and Nomination & Remuneration Committee Meetings.

Details of the sitting fees paid during the financial year 2017-18 are as under:

Name of the Director	Sitting fees paid (Amount in Rs.)		
	Board Meeting	Nomination and Remuneration Committee	Audit Committee
Mr. Naseer Ahmed	20,000	0	0
Mr. Suresh Vishwasrao	1,20,000	20,000	80,000
Mr. M. M. Agrawal	1,00,000	0	0
Mr. A. Arumugham	40,000	0	20,000
Mr. John Mathew	1,00,000	20,000	80,000
Mr. Narayanan Raja (Nominee Director)	1,20,000	0	0

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### i. Remuneration to Executive Directors:

Except the Chairman of the Company, all the Non-executive Directors receive sitting fees for attending Board Meetings, Audit Committee Meetings and Nomination and Remuneration Committee Meetings. Mr. Aman Agrawal, Whole-time Director & Vice Chairman, Mr. Prashant Agrawal, Managing Director, Mr. A.R Mundra, Executive Director – Finance and Ms. Prachi Deshpande, Director-Secretarial and Corporate Affairs are the Executive Directors of the Company.

Details of remuneration paid to the Executive Directors of the Company during the year ended March 31, 2018 is as under:

(Rs.in Crores)				
Name of the Executive Directors	Designation	Salary & Allowances	Contribution to PF	Total
Mr. Aman Agrawal	Whole-time Director & Vice-Chairman	2.40	0.17	2.57
Mr. Prashant Agrawal	Managing Director	2.40	0.17	2.57
Mr. A R Mundra	Executive Director-Finance	0.42	0.03	0.45
Ms. Prachi Deshpande	Director-Secretarial and Corporate Affairs	0.26	0.02	0.28

None of the above mentioned Directors of the Company is receiving any fixed components and performance linked incentives on the basis of the performance criteria or by way of services contract. Further, Stock option was not issued to any of the Directors during the period.

### 6. Stakeholders Relationship Committee:

The Committee is responsible for matters related to transfer/transmission of shares, satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services. The Committee is headed by Mr. Janardhan Agrawal, Chairman Ms. Prachi Deshpande, Company Secretary & Director-Secretarial and corporate affairs is the Compliance officer of the Company who oversees the redresses investor grievances.

The Composition of Stakeholders Relationship Committee was consisting of following members:

1. Mr. Janardhan Agrawal                      Chairman
2. Mr. Prashant Agrawal                      Member
3. Mr. A. R. Mundra                              Member

During the financial year ended 31<sup>st</sup> March, 2018, this Committee had 4 (Four) meetings i.e. May 30, 2017, August 11, 2017, November 14, 2017 and February 14,2018 in which following members of the Committee has attended the meetings:-

Name of Committee Members	Designation	No. of meetings held during the year	No. of meetings attended
Mr. Janardhan Agrawal	Chairman	4	1
Mr. Prashant Agrawal	Member	4	4
Mr. A. R. Mundra	Member	4	4

## Details of Investors' Grievances received, solved and pending during the year.

Quarter Ended	Pending at the beginning of the quarter	Received during the quarter	Disposed of during the quarter	Remaining during the quarter
30 <sup>th</sup> June, 2017	Nil	Nil	Nil	Nil
30 <sup>th</sup> September, 2017	Nil	Nil	Nil	Nil
31 <sup>st</sup> December, 2017	Nil	1	1	Nil
31 <sup>st</sup> March, 2018	Nil	Nil	Nil	Nil

During the year, there were few requests from shareholders for routine corporate actions viz., Change of address/supply of copy of Annual Report/ Splitting/ Consolidation/ Dematerialisation and rematerialisation of Shares etc. All requests or complaints received directly from investors. NSE, BSE and SEBI (SCORES) were attended promptly and none of the requests or complaints was pending at the end of the year.

## 7. General Body Meetings.

- i) Venue, time and date of holding of the last three Annual General Meetings (AGM) together with the Special resolutions passed thereat are as under:

Financial Year	Date, Time and Venue of AGM	Special Resolutions passed
2016-17	a. 26/09/2017 b. 11.30 a.m. c. Sheila Raheja Hall" Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai -400 049	a. issue of Equity Shares upto 1,93,10,061 and Optionally Convertible Debentures upto 106,732 in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and pursuant to implementation of the BRFL S4A Scheme.
2015-16	a. 23/09/2016 b. 11.30 a.m. c. Sheila Raheja Hall" Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai -400 049	a. Approval for Adoption of new set of Articles of Association of the Company. b. Approval for payment of commission for a period of five years to Mr. Janardhan Agrawal, Non-Executive Chairman c. Re-appointment of Mr. Aman Agrawal as Whole-time director of the Company for a period of three years, d. Re-appointment of Mr. Prashant Agrawal as Managing Director of the Company for a period of three years. e. Re-appointment of Mr. A.R. Mundra as Whole-time Director of the Company for a period of three years. f. Re-appointment of Ms. Prachi Deshpande, as Director Whole-time Director of the Company for a period of three years.
2014-15	a. 29/09/2015 b. 4.00 P.M. c. Sheila Raheja Hall" Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai -400 049	a. Approval for Alteration in the Articles of Association of the Company; b. Approval for increasing the limit for mortgage, pledge, hypothecate or charge, in addition to the existing mortgages, hypothecation(s) and charges created up to an amount not exceeding Rs. 7,000 Crores; c. Approval of increasing borrowing Limit not exceeding an amount of Rs. 7,000 crores over and above the paid-up capital, free reserves and securities premium account; d. Approval for Increase in Authorized Share Capital upto Rs. 200 Crores.; e. Appointment of Ms. Prachi Deshpande, as Director-Secretarial & Corporate Affairs for a period of one year



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### (ii) Extra Ordinary General Meeting:

2017-18	a. 20/05/2017	a. issue offer and allot 48,26,282 Equity Shares at a price of Rs.165.88/- per share by way of preferential allotment in terms of ICDR Regulation.
	b. 11.30 A.M.	b. Issue of 12,66,55,304 Equity Shares of face value Rs. 10/- each, at a price of Rs. 146.03 per Equity Share and Optionally Convertible Debentures in terms of ICDR Regulations pursuant to implementation of the BRFL S4A Scheme
	c. 2 <sup>nd</sup> Floor, Sheila Raheja Hall” Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai -400 049	

**Postal Ballot:** There was no special resolution passed through the Postal Ballot during the Financial Year 2017-18.

### 8. Means of Communication

The quarterly, half-yearly and yearly financial results of the Company are published in newspapers in compliance with the Regulation 33 of Listing Regulations.

Details of publication of financial results for the year under review are given below:

Description	Date of Board Meeting	Date of Publication	Name of Newspaper	Language
Audited Financial Results for the quarter and financial year ended 31, 2017	30/05/2017	02/06/2017	The Financial Express	English
			Navshakti	Marathi
Un-audited Financial Results for the quarter ended June 30, 2017	11/08/2017	12/08/2017	The Financial Express	English
			Nav shakti	Marathi
Un-audited Financial Results for the quarter / half year ended September 30, 2017	14/11/2017	15/11/2017	The Financial Express	English
			Nav shakti	Marathi
Un-audited Financial Results for the quarter ended December 31, 2017	14/02/2018	16/02/2018	The Financial Express	English
			Nav shakti	Marathi

- The Financial results, official news releases and the presentations made to Institutional Investors and Analysts, if any, are also displayed on the Company's website [www.bombayrayon.com](http://www.bombayrayon.com) in addition to same being disseminated by the National Stock Exchange of India Limited (NSE) on [www.nseindia.com](http://www.nseindia.com) and BSE Limited (BSE) on [www.bseindia.com](http://www.bseindia.com) .
- Management Discussion and Analysis Report forms a part of this Annual Report.

## 9. General Shareholder Information:

## a) Annual General Meeting

<b>Date</b>	28 <sup>th</sup> September, 2018
<b>Time</b>	11.30 a.m.
<b>Venue</b>	Sheila Raheja hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai-400 049
<b>Financial Year ended</b>	31 <sup>st</sup> March 2018
<b>Book Closure date</b>	22 <sup>nd</sup> September, 2018 to 28 <sup>th</sup> September, 2018
<b>Dividend</b>	In view of the losses incurred during the year under review, the board of Directors have not recommended any dividend for the financial year ended March 31, 2018.
<b>Registered Office</b>	D-1 <sup>st</sup> Floor, Oberoi Garden Estates, Chandivali Farms Road, Chandivali, Andheri (East), Mumbai - 400 072 E-mail: investors@bombayrayon.com Web-site: www.bombayrayon.com Tel No.: 022-61068800 Fax No.: 022-61068830
<b>List of Stock Exchanges</b>	<b>1) National Stock Exchange of India Limited (NSE)</b> Address: Exchange Plaza, 5th Floor, Plot No. C/1, G. Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051.  <b>2) BSE Limited (BSE)</b> Address: Phiroze Jeejeebhoy Tower, Dalal Street Mumbai - 400 001
<b>Listing Fees</b>	The Company has paid Annual Listing Fees to both the Stock Exchanges.
<b>Custodian Fees to Depositories</b>	The Company has paid fees for year ended 2017-18 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
<b>Stock Code</b>	NSE: BRFL BSE: 532678
<b>ISIN of Company' Equity Shares:</b>	INE589G01011
<b>Corporate Identification Number (CIN)</b>	L17120MH1992PLC066880

## b) Financial reporting for the quarter/year ending (tentative and subject to change)

For the Quarter ended	Tentative Date
June 30, 2017	By August 14, 2018
September 30, 2017	By October 14, 2018
December 31, 2017	By February 14, 2018
March 31, 2018	By May 30, 2018

## Bombay Rayon Fashions Limited

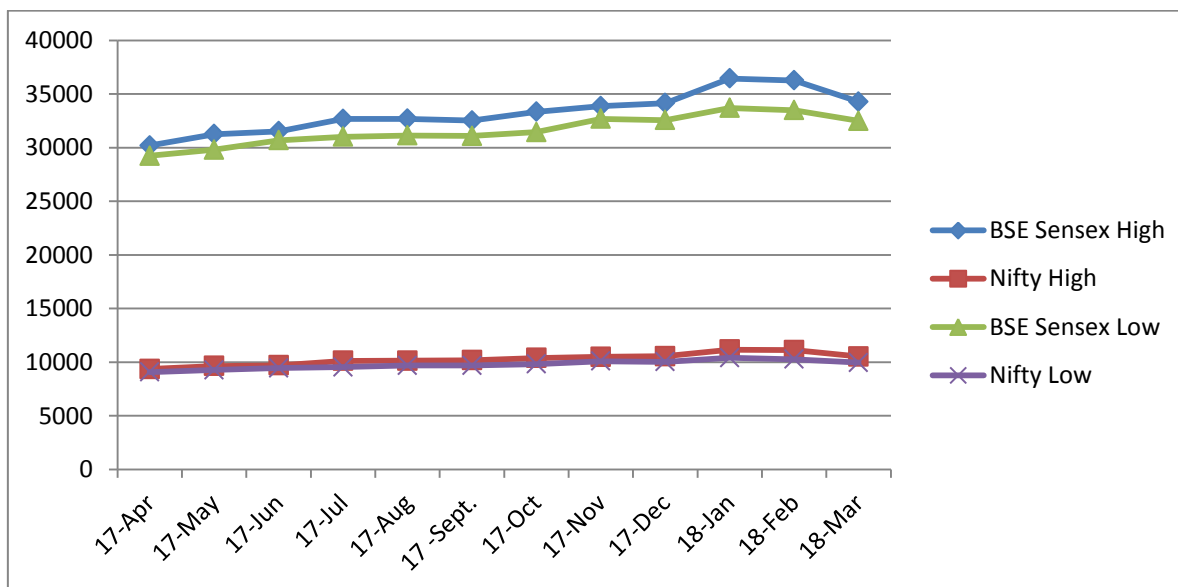
### c) Stock Market Price Data:

Monthly high and low prices of the Company's Equity Shares and performance in comparison to BSE Sensex and NSE Nifty from April, 2017 to March, 2018.

A. BSE Limited & National Stock Exchanges Of India Limited Sensex and Nifty April 2017 And 31<sup>st</sup> March 2018  
Monthly High Low Nifty and Sensex

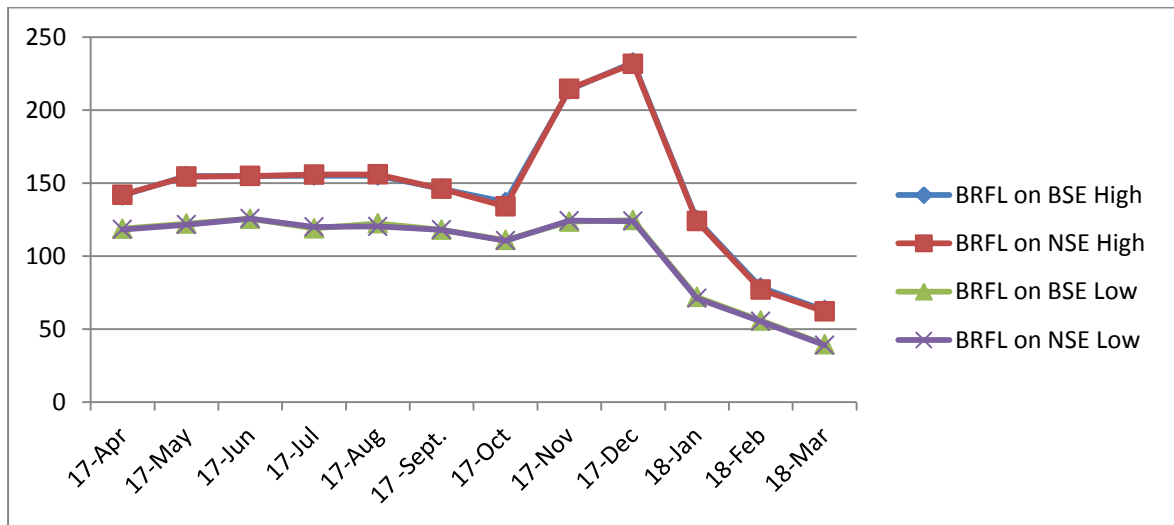
Month	BSE Sensex High	Nifty High	BSE Sensex Low	Nifty Low
17-Apr	30184.22	9367.15	29241.48	9075.15
17-May	31255.28	9649.6	29804.12	9269.9
17-Jun	31522.87	9709.3	30680.66	9448.75
17-Jul	32672.66	10114.85	31017.11	9543.55
17-Aug	32686.48	10137.85	31128.02	9685.55
17 -Sept.	32524.11	10178.95	31081.83	9687.55
17-Oct	33340.17	10384.5	31440.48	9831.05
17-Nov	33865.95	10490.45	32683.59	10094
17-Dec	34137.97	10552.4	32565.16	10033.35
18-Jan	36443.98	11171.55	33703.37	10404.65
18-Feb	36256.83	11117.35	33482.81	10276.3
18-Mar	34278.63	10525.5	32483.84	9951.9

Performance in comparison to broad-based indices viz. BSE Sensex



## Monthly High- Low Share Price

Month	BRFL on BSE High	BRFL on NSE High	BRFL on BSE Low	BRFL on NSE Low
17-Apr	141.55	142	118.8	118.15
17-May	154.75	154.4	122.1	121.5
17-Jun	154.7	154.85	125.5	125.65
17-Jul	155	155.75	119	120
17-Aug	155	155.9	122.4	120.25
17 -Sept.	146	146.05	118	118
17-Oct	136.9	134	111	110.5
17-Nov	214	214.5	123.55	124.2
17-Dec	232.5	231.65	124.55	123.85
18-Jan	124.7	123.85	71.95	71.1
18-Feb	78.45	77	55.8	55.3
18-Mar	62.95	62.05	39.5	39



**d) Registrar and Share Transfer Agent:**

For both Physical and Demat (Common Registry)

**Link Intime India Pvt Ltd**

C 101, 247 Park,  
L B S Marg, Vikhroli West,  
Mumbai 400 083

Tel No: +91 22 49186000

Fax: +91 22 49186060

Website: [www.linkintime.co.in](http://www.linkintime.co.in)

E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

## Bombay Rayon Fashions Limited

### e) Share Transfer System:

Shares sent for physical transfer are generally registered and returned within a period of 15 days from the date of receipt, if the documents are in order. The Stakeholder Relationship Committee meets as often as required. As per the requirements Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as 'Listing Regulations'] and to expedite the process of share transfers, the Board has delegated powers of share transfer to the Stakeholder Relationship Committee (erstwhile Share Transfer Committee) comprising of Mr. Janardhan Agrawal, Non-executive Director, Mr. Prashant Agrawal, Whole-time Director and Mr. A.R. Mundra, Whole-time Director, who attend to matters pertaining to share transfer once in a fortnight, as may be required.

### f) Distribution of Shareholding:

- Distribution of Shareholding as at March 31, 2018:

No. of Equity Shares held	Shareholders		Shares	
	Number	%	Number	%
1- 500	5827	89.9107	2654371	0.8361
501-1000	144	5.2263	1080277	0.3403
1001-2000	94	2.416	932847	0.2938
2001-3000	25	0.7383	492583	0.1552
3001-4000	13	0.3982	368301	0.1160
4001-5000	12	0.1971	240475	0.0757
5001-10000	34	0.4755	926041	0.2917
100001 and above	122	0.6378	310781584	97.8912
<b>TOTAL</b>	<b>25869</b>	<b>100.00</b>	<b>317476479</b>	<b>100.00</b>

- Category wise Shareholding as at March 31, 2018:

Category of Shareholder	No. of Shares	% of Total Share Capital
Corporate Bodies (Promoter Co)	51144994	16.1099
Central Government	10	0
Clearing Members	775443	0.2443
Other Bodies Corporate	3892058	1.2259
Financial Institutions	10335178	3.2554
Foreign Promoter Company	50464386	15.8955
Hindu Undivided Family	224615	0.0708
Nationalised Banks	138462975	43.6136
Non Nationalised Banks	34079759	10.7346
Non Resident Indians	127296	0.0401
Non Resident (Non Repatriable)	29462	0.0093
Persons Acting In Concert	5148680	1.6218
Public	6998803	2.2045
Promoters	15499626	4.8821
Relatives Of Director	2893	0.0009
Other Directors/Relatives	75	0
Foreign Portfolio Investors (Corporate)	290226	0.0914
<b>Total</b>	<b>317476479</b>	<b>100</b>

**g) Dematerialization of Shares and Liquidity:**

The Equity Shares of the Company are compulsorily traded in dematerialized form as mandated by the Securities and Exchange Board of India (SEBI). The Company has connectivity with National Securities Depository Limited (NSDL) as well as the Central Depository Services (India) Limited (CDSL) for Demat facility. As on 31<sup>st</sup> March, 2018, except 4304 Equity shares, entire equity share capital is held in the demat form with NSDL and CDSL.

Physical and Demat Shares as on March 31, 2018		
	No of Shares	Percent
Held in dematerialised form in NSDL	274,865,617	86.58
Held in dematerialised form in CDSL	42,606,558	13.42
Physical Shares	4,304	0.00
<b>Total</b>	<b>31,74,76,479</b>	<b>100</b>

**h) Outstanding Global Depository receipt (GDRs)/American Depository Receipt (ADRs) /Warrants or any Convertible Instruments, conversion date, likely impact on equity:-**

There are no GDRs/ADRs/Warrants or any Convertible Instruments pending conversion or any other instrument likely to impact the equity share capital of the Company except 4101824 Optionally Convertible Debentures ("OCDs") were issued by the Company to the consortium member bankers in May, 2017 and September, 2017 on implementation of Scheme for Sustainable Structuring of Stressed Assets (S4A).

As per the terms of the issue the said OCD shall be converted into equity shares within a period of 18 months.

**i) Plant Locations:****FACTORY LOCATION  
WEAVING**

- Maharashtra –Islampur, District Sangli and Tarapur, Dist. Palghar
- Silvassa

**YARN DYEING & PROCESSING**

- Maharashtra -Tarapur
- Karnataka - Bangalore

**GARMENTING**

- Maharashtra – Islampur, Latur, Ichalkaranji
- Karnataka - Bangalore

**j) Address for Correspondence:**

**For any other query relating to shares: For general correspondence:**

**Link Intime India Pvt Ltd**

C 101, 247 Park,  
L B S Marg, Vikhroli West,  
Mumbai 400 083  
Tel No: +91 22 49186000  
Fax: +91 22 49186060  
Website: www.linkintime.co.in  
E-mail: rnt.helpdesk@linkintime.co.in

**Secretarial & Legal Department**

Bombay Rayon Fashions Limited,  
D-1<sup>st</sup> Floor, Oberoi Garden Estates,  
Chandivali Farms Road, Chandivali,  
Andheri (East), Mumbai - 400 072.  
Tel: 022 – 6106 8800/7106 8800  
Fax: 022 – 61068830  
Web-site: www.bombayrayon.com  
E-mail: investors@bombayrayon.com

# Bombay Rayon Fashions Limited

## 10. Disclosures.

### i. Related Party Transactions:

During the year under review, apart from the transactions reported in Notes to accounts, there were no material significant related party transactions with the Promoters, Directors, Management, Subsidiaries and other Related Parties. None of the contracts/transactions with Related Parties had a potential conflict with the interest of the Company at large. The interest of Director, if any, in the transactions are disclosed at Board Meetings and the interested Director does not participate in the discussion or vote on such transactions. Details of transactions with related parties are placed before the Audit Committee on a quarterly basis. All transactions entered into between the Company and Related Parties were in the ordinary course of business and at arm's length.

### ii. Compliances by the Company:

The Company has complied with the requirements of the Stock Exchanges, SEBI or any other statutory authority on any matter related to capital markets during the last three years and no material penalties, strictures have been imposed against it by such authorities during such period-

### iii. Whistle Blower Policy and Access of personnel to the Audit Committee:

The Company has set up a Vigil mechanism by way of a Whistle Blower Policy as required under Section 177(9) of the Companies Act, 2013. The Company's personnel have access to the Chairman of the Audit Committee in exceptional circumstances. No person of the Company has been denied access to the Audit Committee and there are no instances of any such access.

### iv. Discretionary Requirements under Regulation 27 of Listing Regulation:

The status of compliance with discretionary recommendations of the Regulation 27 of the Listing Regulations with Stock Exchanges is provided below:

**Non-Executive Chairman's Office:** Chairman's office is separate from that of the Managing Director & CEO.

**Shareholders' Rights:** As the quarterly and half yearly financial performance along with significant events are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders.

**Modified Opinion in Auditors Report:** The Auditor report of the Company's financial statement for the year 2017-18 does not contain any modified opinion.

**Separate posts of Chairman and Managing Director:** The Chairman of the Board is a Non-executive Director and his position is separate from that of the Managing Director.

**Reporting of Internal Auditor:** The Internal Auditor reports directly to the Audit Committee.

### v. Web-site:

The Company's Web-site [www.bombayrayon.com](http://www.bombayrayon.com) contains a special dedicated section 'Investor Relations' where the information pertaining to the Financial Results, Shareholding Pattern, Corporate Governance, Annual Reports, Listing Information, policies etc. is available and can be downloaded.

### vi. Web Links for Policies:

Sr. No.	Name of Policy	Web-Link
1.	Policy for determining 'material' subsidiaries	<a href="http://www.bombayrayon.com">www.bombayrayon.com</a>
2.	Policy on dealing with related party transactions	<a href="http://www.bombayrayon.com">www.bombayrayon.com</a>

### vii. Commodity price risk/ foreign Exchange Risk and Hedging:

The Company is not dealing in commodities and hence disclosure relating to Commodity price risks and commodity hedging activities is not required.

## 11. Compliance with Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR)

The Company has complied with corporate governance requirements specified in regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations, except with respect to Regulation 17(1) (b) viz composition of board.

## 12 Code of Conduct:

The Company has laid down a Code of Conduct for the Members of the Board and the Senior Management in accordance with the Regulation 17(5) of Listing Regulations. All the members of the Board and the Senior Management have affirmed compliance with the Code of Conduct as on 31<sup>st</sup> March, 2018 and a declaration to that effect signed by the Managing Director is enclosed and marked as **Annexure VI-B** of this report.

The code of conduct has been hosted on the website of the Company at [www.bombayrayon.com](http://www.bombayrayon.com).

### i. Risk management policy:

The Company has laid down procedures for risk assessment and its minimization. These are reviewed by the Board to ensure that the management manages the risk through a properly defined framework.

### ii. CEO/CFO Certification:

A Certificate signed by Mr. Prashant Agrawal, Managing Director & Chief Executive Officer and Mr. A.R Mundra, Executive Director Finance & Chief Financial Officer was placed before the Board of Directors at its meeting held on May 29, 2018 in compliance with Regulation 17(8) of Listing Regulations is attached to this report and marked as

**Annexure VI-C.**

### iii. Detail of shares lying in Suspense account:

Pursuant to Schedule V (F) of Listing Regulations the details are as following:

Unclaimed Shares as on April 1, 2017		Details of Shareholders approached during the Financial Year 2017-18 for the claiming of shares		Details of Shareholders to whom the shares have been transferred during the Financial Year 2017-18		Unclaimed Shares as on March 31, 2018*	
No. of share holders	No. of Shares	No. of share holders	No. of Shares	No. of share holders	No. of Shares	No. of share holders	No. of Shares
6	634	-	-	-	-	6	634

\*Note: The Shareholders may please note that the voting rights on the said shares shall remain frozen till the rightful owner of such shares claims the same.

### k) Shares held in Electronic Form:

The members holding shares in electronic mode should address their correspondence to their respective Depository Participant regarding change of address, change of bank account mandate and nomination. While opening Accounts with Depository Participants (DP's), you may have given your Bank Account details, which will be used by the Company for printing on dividend warrants for remittance of dividend. However, members who wish to receive dividend in a Bank Account, other than the one specified while opening the Depository Account, may notify DP's about any change in bank account details. Members are requested to furnish complete details of their bank accounts including MICR codes of their Banks to their DP's.

### l) Shares held in Physical Form:

In order to provide protection against fraudulent encashment of dividend warrants, the members are requested to provide, if not provided earlier, their bank Account numbers, names and address of the Bank, quoting Folio numbers to the Company's Registrar and Transfer Agent to incorporate the same on the dividend warrants.

**For Bombay Rayon Fashions Limited**

Place: Mumbai  
Date: 29<sup>th</sup> May, 2018

Aman Agrawal  
Chairman  
DIN: 00019534



# Bombay Rayon Fashions Limited

## Annexure VI A

### AUDITOR CERTIFICATE

To  
The Members of  
Bombay Rayon Fashions Limited

We have examined the compliance of conditions of Corporate Governance by **Bombay Rayon Fashions Limited** (“the Company”) for the year ended March 31, 2018, as stipulated in regulations para E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have conducted examination on the basis of the relevant records and documents maintained by the Company and furnished to us for the purpose of the review and the information and explanations given to us by the Company during the course of such review.

The compliance of regulations of Corporate Governance is the responsibility of the management. Our examinations were limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the regulations of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the regulations of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **P R Agarwal & Awasthi**

**Chartered Accountants**

Firm Reg. No. 117940W

CA Pawan KR Agarwal

Partner

M. No. 034147

Place: Mumbai

Date: 29<sup>th</sup> May, 2018

## Annexure VI B

### **DECLARATION REGARDING COMPLIANCES OF COMPANY'S CODE OF CONDUCT BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL OF COMPANY:**

This is to confirm that the Company has adopted a Code of Conduct for its Directors and Senior Management Personnel of the Company.

I confirm on the basis of declarations received, that the Directors and Senior Management Personnel of the Company have complied with the Code of Conduct of company in respect to Financial Year ended on 31<sup>st</sup> March, 2018.

For the purpose of this declaration, Senior Team Management Members comprise of the category of General Manager and above including all functional heads.

Place: Mumbai

Date: 29<sup>th</sup> May, 2018

**Prashant Agrawal**  
**Managing Director**

## Annexure (VI) C

### CEO & CFO CERTIFICATE

We, Prashant Agrawal, Managing Director and A. R. Mundra, Executive Director- Finance of BOMBAY RAYON FASHIONS LIMITED, to the best of our knowledge and belief, certify that :

- I. We have reviewed Financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2018 and that to the best of our knowledge and belief :
  - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;
  - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- II. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- III. We accept responsibility for establishing and maintaining internal controls for financial reporting and the we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit Committee, deficiencies in the design or operation of such internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
  - We have indicated to the Auditors and audit committee---
  - Significant changes in internal control over financial reporting during the year;
  - Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements ; and
  - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Prashant Agrawal**  
**Managing Director**

**A. R. Mundra**  
**Executive Director-Finance**

Place: Mumbai  
Date: 29<sup>th</sup> May, 2018