

1st October, 2015

Corporate Relationship Department BSE Limited 1st Floor, P.J. Towers, Dalal Street, Mumbai 400001

BSE-Scrip Code: 532678

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai 400051

NSE-Scrip Symbol: BRFL

Sub: Submission of Voting Result as declared/ announced by the Chairman of the Company Mr. Aman Agarwal with regard to 12 (Twelve) Resolutions proposed at the 22nd Annual General Meeting of Company held on Tuesday, 29th September, 2015 at 04:00 p.m. at Sheila Raheja Hall, Mumbai.

Dear Sir(s),

Pursuant to the provisions of Listing Agreement, please find herewith attached following documents related to the 22nd Annual General Meeting of Company held on Tuesday, 29th September, 2015 at 04:00 p.m. at Sheila Raheja Hall, Rotary Services Centre, Rotary Chowk Juhu Tara Road, Santacruz (West), Mumbai- 400 049:

1. Details regarding voting result in prescribed format pursuant to Clause-35A (Annexure-A).

 The declaration/ announcement dated 1st October, 2015 made by the Chairman of the Company, Mr. Aman Agarwal pertaining to proposed 12(Twelve) Resolutions (Annexure-B).

3. The report of Scrutinizer Mr. Himanshu Kamdar of M/s Rathi & Associates, Practicing Company Secretaries dated 30th September, 2015 for ballot voting and e-voting results (Annexure-C).

We would like to inform further that all 12 (Twelve) Resolutions have been duly passed with requisite majority.

Kindly take note of above.

Thanking You,
Yours' faithfully,
For Bombay Rayon Fashions Limited

Prachi Deshpande

(Director - Secretarial & Corporate Affairs)

D-1st Floor, Oberoi Garden Estate, Chandivali Farms Road, Chandivali, Andheri (E), Mumbai - 400 072. India. • Tel.: +91 22 3985 8800 • Fax: +91 22 3985 8700 E-mail: mail@bombayrayon.com • Website: www.bombayrayon.com CIN of Bombay Rayon Fashions Ltd.: L17120MH1992PLC066880



	00 0000	201	125849017	93.4987	125849218	134600000	Result (A+B)
0.0000	1000000						
0.000	100 0000	0	692375	0.5144	692375	134600000	lotal(B)
0,000	100,0000	0	692375	7.9361	692375	8724378	Public-Others
0.000	0.0000	0	0	0.0000	0	1910530	Holders
	and the control of th						Public Institutional
0.0000	0.0000	0	0	0.0000	0	123965092	Promoter Group
		(cii)	00				Promoter and
		(Poll)	Mode of Voting: (Poll)				
0.0002	99.9998	201	125156642	92.9843	Choocicat	10100000	7
0.0166	99.9034	100		22.0042	175155073	134600000	Total(A)
0.0000	00000	201	1209289	13.8633	1209490	8724378	Public-Others
	0000	<u> </u>	0	0.0000	0	1910530	Holders
							Public Institutional
0.0000	100.0000	0	123947353	99.9857	123947353	75059577	riomoter Group
							Promoter and
		-voting)	Mode of Voting: (E-voting)				Population
	ncial year ended March 31, 2015	Resolution No:1 Adoption of Audited Financial Statement together with the Report of the Board of Directors and Auditors for the financial	the Board of Directo	together with the Report of	inancial Statement t	option of Audited F	Resolution No:1 Ad
% of Votes Against on Votes polled	% of Votes in favour on Votes polled	Number of Votes Against	Number of Votes in favour	% of Votes polled on Outstanding shares	Number of Votes	Promoter / Public Number of Shares Number of Votes	Promoter /Public



0.0002	99.9998	201	125849017	93,4987	125849218	134600000	Result (A+B)
0.0000	100.0000	0	692375	0.5144	692375	134600000	iotal(a)
0,000	100,0000	0	692375	7.9361	692375	8724378	Public-Otners
0 0000	0.0000	0	0	0.0000	0	1910530	Holders
							Public Institutional
0.0000	0.0000	0	0	0.0000	0	123965092	Promoter Group
			ornig. (1 on)				Promoter and
			oting: (Doll)	Mode of Voting: (Ball)			
0.0002	8666'66	102					
garo.o	00.0004	201	125156642	92.9843	125156843	134600000	Total(A)
0.0000	0,000	201	1209289	13.8633	1209490	8724378	Public-Others
	0.000	0	0	0.0000	0	1910530	Holders
							Public Institutional
0.0000	100.0000	0	123947353	99.9857	123947353	123965092	Promoter Group
							Promoter and
			Mode of Voting: (E-voting)	Mode of Vot			
the ensuing Annual	tires by rotation at 1	00019497), who ret	lhan Agrawai (DIN –	place of Mr. Janard	ers himself for re-a	nd being eligible, of	General Meeting and being eligible, offers himself for re-appointment
							Decolution No.2 An
% or Votes Against on Votes polled	favour on Votes polied	Against	_	on Outstanding shares	number of Votes	Manufact of States	Set to Jumps Annual Commercial Annual Commercial Annual Commercial
	% of Votes in	Number of Votes	Number of Votes	% of Votes polled		Number of Charge	Promoter /Public



0.0002	99.9998	201	125849017	93,4987	125849218	134600000	Result (A+B)
0.0000	100.0000	0	692375	0.5144	692375	134600000	Total(B)
0.0000	100.0000	0	692375	7.9361	692375	8724378	Public-Others
0.0000	0.0000	0	0	0.0000	0	1910530	Public Institutional Holders
0.0000	0.0000	0	0	0.0000	0	123965092	Promoter Group
			Mode of Voting: (Poll)	Mode of V			Dromoter and
0.0002	99.9998	201	125156642	92.9843	125156843	13460000	iotai(A)
0.0166	99.9834	201	1209289	13.8633	1209490	8724378	Public-Others
0.0000	0.0000	0	0	0.0000	0	1910530	Public Institutional Holders
0.0000	100.0000	0	123947353	99.9857	123947353	123965092	Promoter Group
			Mode of Voting: (E-voting)	Mode of Vot			Promoter and
suing Annual	/ rotation at the en	1234), who retires by	undra (DIN – 00019	place of Mr. A.R. M	nent of a Director in fers himself for re-a	proval for appointr	Resolution No: 3 Approval for appointment of a Director in place of Mr. A.R. Mundra (DIN – 00019234), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
% of Votes Against on Votes polled	% of Votes in favour on Votes polled	Number of Votes Against	Number of Votes in favour Against	% of Votes polled on Outstanding shares	Number of Votes	Number of Shares	Promoter / Public Number of Shares Number of Votes



0.0002	99,9998	201	125849017	93.4987	125849218	134600000	Result (A+B)
0.0000	100.0000	o	092375	0.5144	032373	13700000	. Osmito)
0.0000	100.000		10000	0 5444	607375	134600000	Total(B)
0.0000	100 0000	0	692375	7.9361	692375	8724378	Public-Others
0.0000	0.0000	0	0	0.0000	0	1910530	Holders
							Public Institutional
0.0000	0.0000	0	0	0.0000	0	123965092	Promoter Group
			0 0 0 0				Promoter and
			Mode of Voting: (Poll)	Mode of V			
0.0002	99.9998	201	125156642	92.9843	125156843	134600000	lotal(A)
0.0166	99.9834	201	1209289	13.8633	1209490	8724378	Public-Others
0.0000	0.0000	0	0	0.0000	0	1910530	Holders
	=						Public Institutional
0,0000	100.0000	0	123947353	99.9857	123947353	123965092	Promoter Group
							Promoter and
			Mode of Voting: (E-voting)	Mode of Vot			
ze the Directors to	AGM and to authori	Resolution No:4 Appoint Statutory Auditors to hold office from the conclusion of this AGM till the conclusion of next AGM and to authorize the Directors to fix their remuneration.	of this AGM till the	from the conclusion	litors to hold office	point Statutory Audion.	Resolution No:4 Appoi fix their remuneration
% of Votes Against on Votes polled	% of Votes in favour on Votes polled	Number of Votes Against	Number of Votes in favour	% of Votes polled on Outstanding shares	Number of Votes	Promoter / Public Number of Shares Number of Votes	Promoter / Public



Promoter / Public Number of Shares Number of Votes on Outstanding Shares % of Votes polled on Outstanding Shares Number of Votes on Outstanding Shares With the Articles of Association of the Company. Mode of Voting: {E-with outstanding Shares In the Articles of Association of the Company. Mode of Voting: {E-with outstanding Shares Mode of Voting: {P-with outstanding S	Number of Shares proval for Alteratio 123965092 1910530 8724378 134600000	Number of Votes In in the Articles of A 123947353 123947353 0 1209490 125156843	% of Votes polled on Outstanding shares shares sacciation of the Commode of Vot 99.9857 99.9857 0.0000 13.8633 92.9843	avour oting) 123947353 1239289 125156642	Number of Votes Against 0 201	% of Votes in favour on Votes polled polled 0.0000 99.9834 99.9998	% of Votes Against on Votes polled 0.0000 0.0000 0.0166 0.0002
Public-Others	8724378	1209490	13.8633	1209289	201	99.9834	
Total(A)	134600000	125156843	92.9843	125156642	201	99.9998	0.0002
			Mode of V	Mode of Voting: (Poll)			
Promoter and							
Promoter Group Public Institutional	123965092	0	0.0000	0	0	0.0000	0.0000
Holders	1910530	0	0.0000	0	0	0.0000	0 0000
Public-Others	8724378	692375	7.9361	692375	0	100.0000	0.0000
Total(B)	134600000	692375	0.5144	692375	0	100.0000	0.0000
Result (A+B)	134600000	125849218	93,4987	125849017	201	8666 66	0 0003



Ti.							
Promoter /Public	Promoter / Public Number of Shares Number of Votes		% of Votes polled on Outstanding shares	Number of Votes in favour Against	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:6 Ap	proval for mortgage	piedge hynothers	te or charge is add	This is about			
an amount not exc	an amount not exceeding Rs. 7,000 Crores	res	re of charge, if and	ittion to the existing	mortgages, hypoth	ecation(s) and char	ges created up to
			Mode of Voti	Mode of Voting: (E-voting)			
Promoter and							
Promoter Group	123965092	123947353	99.9857	123947353	0	100.0000	0 0000
Public Institutional							
Holders	1910530	0	0 0000)	,		
Public-Others	8724378	1209490	13 8633	130000	0	0.0000	0.0000
Total(A)	134600000	135156013	20.0000	E07507T	201	99.9834	0.0166
		123130043	92.9843	125156642	201	99.9998	0.0002
			Mode of Vating: (Poll)	ting: (Poll)			
Promoter and				, O. O. O.			
Promoter Group	123965092	0	0.0000	0	0	0.0000	0.0000
Public Institutional							
Holders	1910530	0	0.0000	0	2		
Public-Others	8724378	692375	7.9361	692375	0 0	0,000	0.0000
Total(B)	134600000	692375	0.5144	603375	0	חחחחח	0.0000
			0.00	676260	O	100.0000	0.0000
Result (A+B)	134600000	125849218	93.4987	125849017	201	99 9999	



0.0002	99.9998	201	125849017	93.4987	125849218	134600000	Result (A+B)
0.0000	100.0000	0	692375	0.5144	692375	134600000	Total(B)
0.0000	100.0000	0	692375	7.9361	692375	8724378	Public-Others
0,0000	0.0000	0	0	0.0000	0	1910530	Holders
					8	ī	Public Institutional
0.0000	0.0000	0	0	0.0000	0	123965092	Promoter Group
			0. (Promoter and
			Mode of Voting: (Poll)	Mode of V			
0.0002	99.9998	201	125156642	92.9843	125156843	134600000	TOTAL(W)
0.0166	99.9834	201	1209289	13.8633	1209490	8/243/8	Total(A)
0.0000	0.0000	0	0	0.0000	0	1910530	Holders
							Public Institutional
0.0000	100.0000	0	123947353	99.9857	123947353	123965092	Promoter Group
			Mode of Voting: (E-voting)	Mode of Vot			Promoter and
rves and securities	up capital, free rese	Resolution No:7 Approval of borrowing power not exceeding an amount of Rs. 7,000 crores over and above the paid-up capital, free reserves and securities premium account.	. 7,000 crores over a	ng an amount of Rs	power not exceedi	proval of borrowing	premium account.
% of Votes Against on Votes polled	% of Votes in favour on Votes polled	Number of Votes Against	Number of Votes in favour Against	% of Votes polled on Outstanding shares	Number of Votes	Promoter / Public Number of Shares Number of Votes	Promoter /Public



0.0002	99.9998	201	125849017	93.4987	125849218	134600000	Result (A+B)
0.0000	100.0000	c	07.5750	0.0144	00000		
0.0000	DODO:DOT		0,020	0 5144	697375	134600000	Total(B)
0.0000	100,000	0	697275	7.9361	692375	8724378	Public-Others
0,000	0.0000	0	0	0.0000	0	1910530	Holders
							Public Institutional
0.0000	0.0000	0	0	0.0000	0	123965092	Promoter Group
							Promoter and
			Mode of Voting: (Poll)	Mode of Vo			
0.0002	99,9998	201	125156642	92.9843	125156843	134600000	iotal(A)
0.0166	99.9834	201	1209289	13.8633	1209490	8724378	Public-Others
0.0000	0.0000	0	0	0.0000	0	1910530	Holders
							Public Institutional
0.0000	100.0000	0	123947353	99.9857	123947353	123965092	Promoter Group
							Promoter and
			Mode of Voting: (E-voting)	Mode of Voti			
			0 Crores.	Capital upto Rs. 200	n Authorized Share	proval for increase	Resolution No:8 Approval for Increase in Authorized Share Capital upto Rs. 200 Crores
% of Vates Against on Votes poiled	% of Votes in favour on Votes polled	Number of Votes Against	Number of Votes in favour Against	% of Votes polled on Outstanding shares	Number of Votes	Number of Shares	Promoter / Public Number of Shares Number of Votes



0.0002	99.9998	201	125849017	93,4987	125849218	134600000	Result (A+B)
0.0000	100.0000	0	692375	0.5144	692375	134600000	Total(8)
0.0000	100,0000	0	692375	7.9361	692375	8724378	Public-Others
0.0000	0.0000	0	0	0.0000	0	1910530	Holders
0.0000	0.0000	0	0	0,0000	0	123965092	Promoter Group
			Mode of Voting: (Poll)	Mode of Vo			Promoterand
0.0002	99,9998	201	125156642	92.9843	125156843	134600000	Total(A)
0.0166	99.9834	201	1209289	13.8633	1209490	8724378	Public-Others
0.0000	0.0000	0	0	0.0000	o	1910530	Public Institutional Holders
0.0000	100.0000	0	123947353	99.9857	123947353	123965092	Promoter Group
	ompany.	nt Director of the Co	Resolution No.3 Approval for appointment of Mr. John Mathew (DIN: 01632626) as an Independent Director of the Company. Mode of Voting: (E-voting)	Mode of Voti	nent of Mr. John Ma	proval for appointm	Resolution No.5 Ap
% of Votes Against on Votes polied	% of Votes in favour on Votes polled	Number of Votes Against	Number of Votes in favour Against	% of Votes polled on Outstanding shares	Number of Votes	Number of Shares	Promoter / Public Number of Shares Number of Votes



			of Votes polled				
Promoter /Public	Promoter / Public Number of Shares Number of Votes	Number of Votes	on Outstanding shares	Number of Votes Number of Votes in favour Against	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No.10 A	and for annius						
Resolution No:10 Approval for appointment of Ms. Prachi Deshpande (DIN: 02975271) as a Director of the Company.	pproval for appoint	ment of Ms. Prachi	Deshpande (DIN: 02	1975271) as a Direct	or of the Company.		
			Mode of Vot	Mode of Voting: (E-voting)			
Promoter and			6.4				
Promoter Group	123965092	123947353	99.9857	123947353	0	100.0000	0.0000
Public Institutional							
Holders	1910530	0	0.0000	o	0		
Public-Others	8724378	1209490	13.8633	1209289	201	00000	
Total(A)	134600000	125156872	07 0047	100000	107	99,9034	garn.n
			J	123130042	107	8666.66	0.0002
			Mode of V	Mode of Voting: (Poll)			
Promoter and							
Promoter Group	123965092	0	0.0000	0	0	0.0000	0.0000
Public Institutional							
Holders	1910530	0	0.0000	0	0	0 0000	0 0000
Public-Others	8724378	692375	7.9361	692375	0	100 0000	0.0000
Total(B)	134600000	692375	0.5144	692375	0	100.0000	0.0000
Recult (ALB)	13450000						
Second (Seco)	0000000ET	125849218	93,4987	125849017	201	8000 00	2000



_							
Promoter /Public	Promoter / Public Number of Shares Number of Votes	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour Against	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Bandada							
RESOlution No:11 A	Resolution No:11 Approval for payment of Remuneration to Key Managerial Personnel.	t of Remuneration 1	o Key Managerial P	ersonnel.			
Promoter and			Mode of Voti	Mode of Voting: (E-voting)			
Promoter Group	123965092	123947353	99.9857	123947353	0	100 000	
Public Institutional						100.000	טטטטי
Holders	1910530	0	0.0000	0	2		
Public-Others	8724378	1209490	13.8633	1209289	201	0.000	0.0000
Total(A)	134600000	125156843	92.9843	125156642	107	99,9834	0.0166
					202	35.558	0.0002
			Mode of Voting: (Poll)	oting: (Poll)			
Promoter and				6. (1. 6.1)			
Promoter Group	123965092	0	0.0000	0	0	0.0000	0.0000
Public Institutional						0.0000	0.0000
Holders	1910530	0	0.0000	5)		
Public-Others	8724378	692375	7 9361	255503	0	0.0000	0.0000
Total(B)	134600000	692275	7.5501	072375	0	100.0000	0.0000
		20207	0.5144	692375	0	100.0000	0.0000
Result (A+B)	134600000	125849218	93,4987	1258/19017			
						0000	



0.0002	99.9998	201	125849017	93,4987	125849218	134600000	neson (ATB)
0.0000							Recult (ALD)
0.0000	100,0000	0	692375	0.5144	0923/5	1000000	
0.0000	100.0000	0	072373		325503	134600000	Total(B)
0.0000	0.0000	, ,	375503	7 9361	692375	8724378	Public-Others
		•	0	0.0000	0	1910530	Holders
0.000	0.0000	c					Public Institutional
		5	0	0.0000	0	123965092	Promoter Group
			ing: (Poll)	Widde of Voting: (Poll)			Promoter and
0.0002	99.9998	201	74000757				
0.0166	99.9834	107	125156642	92.9843	125156843	134600000	i otal(A)
0.0000	0.000.0	201	1209289	13.8633	1209490	8724378	Public-Others
		0	0_	0.0000	,	1910530	Holders
							Public Institutional
0.0000	100.0000	0	123947353	99.9857	123947353	750006071	o coop
						122065007	Promoter Group
			Mode of Voting: (E-voting)	Mode of Voti			D
		rs.	a & Co., Cost Audito	Resolution No. 12 Nathication of remuneration payable to M/s K.S. Kamalakara & Co., Cost Auditors.	eration payable to	attrication of remun	resolution MOTTS K
							Becolution No.17 B
% of Votes Against on Votes polled	% of Votes in favour on Votes polled	Number of Votes Against	Number of Votes in favour	% of Votes polled on Outstanding shares	Promoter / Public Number of Shares Number of Votes	Number of Shares	Promoter /Public
							107





1st October, 2015

1. Department of Corporate Services BSE Limited

P.J Towers Dalal Street Mumbai- 400 001 2. The Listing Department
National Stock Exchange of India
Limited

Exchange Plaza, Bandra Kurla Complex

Bandra (E), Mumbai 400051

Scrip Code: 532678

Scrip Symbol: BRFL

Subject:

Declaration of Results of the voting on resolutions set out in notice of

22nd Annual General Meeting held on September 29, 2015

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 22nd Annual General Meeting (AGM) of the Company was convened on September 29, 2015 at Sheila Raheja Hall, Rotary Services Centre, Rotary Chowk Juhu Tara Road, Santacruz (West), Mumbai- 400 049 at 4:00 p.m. to seek the approval of members of the Company on the resolutions set out in the notice dated August 14, 2015.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rules 20 of Companies (Management and Administration) Rules, 2014, as amended, and Clause 35B of the Listing Agreement, the Company had provided facility to the members to vote electronically by remote e-voting and also by physical ballot on aforesaid resolutions 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		% of shares voted in favour of the resolution	% of shares voted against the resolution
1.	Adoption of Audited Financial Statement together with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2015		0%
2.	Approval for re-appointment of a Director in place of Mr. Janardhan Agrawal (DIN – 00019497), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment	*100%	0%
3.	Approval for re-appointment of a Director in place of Mr. A. R. Mundra (DIN – 00019234), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.	*100%	0%
4.	Re-appointment of Statutory Auditors to hold office from the conclusion of this AGM till the conclusion of next AGM and to authorize the Directors to fix their remuneration.	*100%	0%
5.	Approval for Alteration in the Articles of Association of the Company.	*100%	0%
6.	Approval 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	*100%	0%
	Approval of borrowing power not exceeding an amount of Rs. 7,000 crores over and above the paid-up capital, free reserves and securities premium account	*100%	0%
	Approval for Increase in Authorized Share Capital upto Rs. 200 Crores.	*100%	0%
9.	Approval for appointment of Mr. John Mathew (DIN: 01632626) as an Independent Director of	*100%	0%

	the Company.		
10.	Approval for appointment of Ms. Prachi Deshpande (DIN: 02975271) as a Director of the Company.	*100%	0%
11.	Approval for payment of remuneration to Ms. Prachi Deshpande (DIN: 02975271) as Wholetime Director (designated as Director-Secretarial & Corporate Affairs and also act as Company Secretary and Compliance Officer) of the Company	*100%	0%
100000	Ratification of remuneration payable to M/s K.S. Kamalakara & Co., Cost Auditors	*100%	0%

^{*} Rounded off to the nearest number

Accordingly I, Aman Agarwal, Chairman, declare that all the 12 (Twelve) resolutions, as set out in the Notice of the 22rd Annual General Meeting (AGM) of the Company, have been approved with requisite majority by the Members of the Company.

Kindly take the above on record

For BOMBAY RAYON FASIONS LIMITED

Aman Agarwal

Chairman

End: As above

Agnesuse - C

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

30th September, 2015

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 on the remote e-voting and physical voting through ballots conducted at 22nd Annual General Meeting of the members of Bombay Rayon Fashions Limited held on 29th September 2015

Bombay Rayon Fashions Limited ("the Company"), at their Board meeting held on 14th August, 2015 appointed the undersigned as the Scrutinizer to ensure that the process of remote evoting 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 Clause 35B of the Listing Agreement, at the 22nd Annual General Meeting ("22nd AGM"), on the resolutions contained in the Notice dated 14th August, 2015 for the AGM, 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 provisions of the Listing Agreement, relating to remote e-voting and physical ballot on the resolutions 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 ballot 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 resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited and of voting through ballot as provided by Link Intime India Private Limited, the agencies engaged by the Company to provide e-voting facilities.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the 22nd AGM was sent to the Members by permitted means, for seeking approval of members on following resolutions:



- Resolution No. 1 as an Ordinary Resolution for consideration and adoption of the Audited Financial Statements of the Company for the financial year 31st March, 2015 together with the Report of the Board of Directors and Auditors thereon;
- 2. **Resolution No. 2** as an Ordinary Resolution for re-appointment of Mr. Janardhan Agrawal (DIN: 00019497), who retires by rotation at this Annual General Meeting;
- 3. **Resolution No. 3** as an Ordinary Resolution for re-appointment of Mr. A. R. Mundra (DIN: 00019234), who retires by rotation at this Annual General Meeting;
- 4. **Resolution No. 4** as an Ordinary Resolution for re-appointment of M/s. V. K. Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W) as the Statutory Auditors of the Company, to hold office from the conclusion of this meeting till the conclusion of the Twenty Third Annual General Meeting of the Company and to authorised the Board of Directors to fix their remuneration.
- 5. **Resolution No. 5** as a Special Resolution for Alteration of Articles of Association of the Company pursuant to the provisions of Section 14 of Companies Act, 2013 and other applicable provisions, if any, of the Act;
- 6. **Resolution No. 6** as a Special Resolution for approval to mortgage, pledge, hypothecate or charge, in addition to the existing mortgages, hypothecation(s) and charges created upto an amount not exceeding Rs. 7,000 Crores;
- 7. **Resolution No. 7** as a Special Resolution for approval to borrow money in excess of the aggregate of the paid-up capital, free reserves and securities premium account provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 7,000 Crores;
- 8. **Resolution No. 8** as a Special Resolution for increase in the Authorized Share Capital of the Company from existing Rs. 150 Crores to Rs. 200 Crores and modification of Clause V of the Memorandum of Association of the Company;
- 9. **Resolution No. 9** as an Ordinary Resolution for appointment of Mr. John Mathew (DIN: 01632626) as an Independent Director to hold office upto 31st March, 2020;
- 10. **Resolution No. 10** as an Ordinary Resolution for appointment of Ms. Prachi Deshpande (DIN: 02975271) as a Director of the Company;



- 11. **Resolution No. 11** as a Special Resolution for appointment of Ms. Prachi Deshpande (DIN: 02975271) as Whole-time Director (designated as Director- Secretarial & Corporate Affairs and also act as Company Secretary and Compliance Officer) of the Company for a period of one year on a remuneration of Rs. 28 Lacs per annum, subject to the requisite approval of the Central Government, if required;
- 12. **Resolution No. 12** as an Ordinary Resolution for ratification of payment of remuneration of Rs. 5 lacs to M/s. K. S. Kamalakara & Co., Cost Accountants, (Firm Registration No. 000296) for the financial year 2015-16.

The Company provided the remote e-Voting facility offered by Central Depository Services (India) Limited to cast votes on aforesaid resolutions by the members of the Company.

Remote e-voting facilities were made available to shareholders of the Company to exercise their voting rights from 9:00 A.M. of Friday, 25th September, 2015 upto 5:00 P.M. of Monday, 28th September, 2015. Accordingly, e-votes casted upto 5:00 p.m. of Monday, 28th September, 2015 have been considered for my scrutiny.

After the conclusion of the 22nd AGM, first the voting conducted through physical ballot 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. Parshotam Lai Khemka and Ms. Ashwini Jayaprakash Kidiyoor. A summary of the votes cast by shareholders through remote e-voting and physical ballots at the Annual General Meeting 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 22nd September, 2015.



The results of the voting by members through remote e-voting and physical ballots at the 22nd Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company who has also countersigned this report.

Thanking you,

Yours sincerely,

FOR RATHI & ASSOCIATES
COMPANY SECRETARIES

HIMANSHUS, KAMDAR

PARTNER FCS NO. 5171 COP NO. 3030 A SSOCIATION AND SECRET

COUNTERSIGNED BY
FOR BOMBAY RAYON FASHIONS LIMITED

ANNEXURE

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

The promoters' voting has been curtailed as per order dated 4th June 2013 issued by SEBI pursuant to Section 12A of Securities Contract (Regulation) Act, 1956.

For Resolution No. 1:

	Particulars	Resolut	Resolution 1	
Sr. No.		No. of Ballots / Remote E- Voting	No. of Shares voted	
a.	Votes cast through physical ballot	. 3	692,375	
b.	Remote e-Voting Confirmations received #	40	33,109,302	
	Total	43	33,801,677	
C.	Less: Invalid Ballot / Remote e-Voting confirmations	5		
d.	Net Valid Physical Ballot Forms / Remote e- Voting	- 43	33,801,677	
	(i) Physical Ballot Forms / Remote e- Voting with assent for the Resolution		33,801,476	
% of As		1.2	*100%	
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	201	
% of Di	ssent		0%	

^{*} Rounded off to the nearest number



For Resolution No.2:

	Particulars	Resolut	ion 2
Sr. No.		No. of Ballots / Remote E- Voting	No. of Shares
a.	Votes cast through physical ballot	3	692,375
b.	Remote e-Voting Confirmations received #	40	33,109,302
	Total	43	33,801,677
C.	Less: Invalid Ballot / Remote e-Votin confirmations		
d.	Net Valid Physical Ballot Forms / Remote e Voting	43	33,801,677
	(i) Physical Ballot Forms / Remote e-Votin with assent for the Resolution		33,801,476
% of As	% of Assent		*100%
0/ 5=	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	g 2	201
% of Di	ssent		0%

^{*} Rounded off to the nearest number

For Resolution No. 3:

		Resolution 3		
Sr. No.	Particulars		No. of Ballots / Remote E- Voting	No. of Shares
a.	Votes ca	st through physical ballot	3	692,375
b.	Remote	e-Voting Confirmations received #	40	33,109,302
	Total		43	33,801,677
C.	Less: I confirma	nvalid Ballot / Remote e-Voting		
d.	Net Val	id Physical Ballot Forms / Remote e-	43	33,801,677
	(i)	Physical Ballot Forms / Remote e-Voting with assent for the Resolution	41	33,801,476
% of As	sent			*100%
	(ii)	Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	201
% of Di	ssent		_	0%

^{*} Rounded off to the nearest number



For Resolution No. 4:

	Particulars	Resolut	Resolution 4	
Sr. No.		No. of Ballots / Remote E- Voting	No. of Shares voted	
a.	Votes cast through physical ballot	3	692,375	
b.	Remote e-Voting Confirmations received #	40	33,109,302	
	Total	43	33,801,677	
C.	Less: Invalid Ballot / Remote e-V confirmations	oting	23,002,077	
d.	Net Valid Physical Ballot Forms / Remote Voting	te e-	33,801,677	
	(i) Physical Ballot Forms / Remote e-V with assent for the Resolution	oting 41	33,801,476	
% of As	sent		*100%	
	(ii) Physical Ballot Forms / Remote e-Volume with dissent for the Resolution	oting 2	201	
% of Di	ssent		0%	

^{*} Rounded off to the nearest number

For Resolution No. 5:

6		Resolution 5	
Sr. No.	Particulars	No. of Ballots / Remote E- Voting	No. of Shares
a.	Votes cast through physical ballot	3	692,375
b.	Remote e-Voting Confirmations received #	40	33,109,302
	Total	43	33,801,677
C.	Less: Invalid Ballot / Remote e-Voting confirmations		
d.	Net Valid Physical Ballot Forms / Remote e- Voting	43	33,801,677
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	41	33,801,476
% of As	sent		*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	201
% of Di	ed off to the poprost purely a		0%

^{*} Rounded off to the nearest number



For Resolution No. 6:

Sr.	Particulars	Resolution 6
No.		No. of Ballots / Remote E- Voting No. of Shares
a.	Votes cast through physical ballot	3 602 275
b.	Remote e-Voting Confirmations receiv	ed # 40 33,109,302
	Total	43 33,801,677
C.	Less: Invalid Ballot / Remote confirmations	e-Voting
d.	Net Valid Physical Ballot Forms / Voting	
	(i) Physical Ballot Forms / Remo	te e-Voting
% of As	sent	41 33,801,476
	(ii) Physical Ballot Forms / Remo	*100%
% of Di	with dissent for the Resolution	n 2 201
	od off to the	0%

^{*} Rounded off to the nearest number

For Resolution No. 7:

Sr.	Particulars	Resolution 7	
No.		No. of Ballots / Remote E- Voting	No. of Shares
a.	Votes cast through physical ballot	3	602.275
b.	Remote e-Voting Confirmations received #	40	692,375 33,109,302
	Total	43	33,801,677
C.	Less: Invalid Ballot / Remote e-Voting confirmations		33,001,077
d.	Net Valid Physical Ballot Forms / Remote e- Voting	43	22 004 677
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	41	33,801,677 33,801,476
% of As	sent	71	
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	* 100 %
% of Di	ssent	2	0%

^{*} Rounded off to the nearest number



For Resolution No. 8:

Sr. No.		Resolution 8	
	Particulars	No. of Ballots / Remote E- Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	692,375
b.	Remote e-Voting Confirmations received #	40	33,109,302
	Total	43	33,801,677
C.	Less: Invalid Ballot / Remote e-Voting confirmations		33,001,077
d.	Net Valid Physical Ballot Forms / Remote e- Voting	43	22 001 677
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	41	33,801,677 33,801,476
% of As	sent	71	
0/ 5.5:	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	* 100 %
% of Di	ssent		0%

^{*} Rounded off to the nearest number

For Resolution No. 9:

Sr.	Particulars	Resolution 9	
No.		No. of Ballots / Remote E- Voting	No. of Shares
a.	Votes cast through physical ballot	3	692,375
b.	Remote e-Voting Confirmations received #	40	33,109,302
	Total	43	33,801,677
C.	Less: Invalid Ballot / Remote e-Voting confirmations	43	33,801,677
d.	Net Valid Physical Ballot Forms / Remote e- Voting	43	22 001 677
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution		33,801,677
% of As	sent	41	33,801,476
			*100%
0/ of D:	with dissent for the Resolution	2	201
% of Di	sent		0%

^{*} Rounded off to the nearest number



For Resolution No. 10:

C.,	Particulars	Resoluti	on 10
Sr. No.		No. of Ballots / Remote E- Voting	No. of Shares
a.	Votes cast through physical ballot	3	692,375
b.	Remote e-Voting Confirmations received #	40	33,109,302
	Total	43	33,801,677
C.	Less: Invalid Ballot / Remote e-Voti confirmations		33,001,077
d.	Net Valid Physical Ballot Forms / Remote Voting		33,801,677
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	ng 41	33,801,476
% of As	ssent		*100%
0/ 50:	(ii) Physical Ballot Forms / Remote e-Votin with dissent for the Resolution	ng 2	201
% of Di	ssent		0%

^{*} Rounded off to the nearest number

For Resolution No. 11:

Sr. No.	Particulars		Resolution 11	
			No. of Ballots / Remote E- Voting	No. of Shares
a.	Votes ca	st through physical ballot	3	692,375
b.	Remote e-Voting Confirmations received #		40	33,109,302
	Total		43	33,801,677
C.	Less: I	nvalid Ballot / Remote e-Voting		33,001,077
d.	Net Valid Physical Ballot Forms / Remote e- Voting		43	22 901 677
	(i)	Physical Ballot Forms / Remote e-Voting with assent for the Resolution	41	33,801,677 33,801,476
% of As	sent		7.1	*100%
	(ii)	Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	201
% of Di	% of Dissent			0%

^{*} Rounded off to the nearest number



For Resolution No. 12:

Sr. No.		Resoluti	Resolution 12	
	Particulars	No. of Ballots / Remote E- Voting	No. of Shares voted	
a.	Votes cast through physical ballot	3	692,375	
b.	Remote e-Voting Confirmations received #	40	33,109,302	
	Total	43	33,801,677	
C.	Less: Invalid Ballot / Remote e-Votir confirmations		30,001,077	
d.	Net Valid Physical Ballot Forms / Remote Voting	e- 43	22 901 677	
	(i) Physical Ballot Forms / Remote e-Votin with assent for the Resolution	ng 41	33,801,677 33,801,476	
% of As	% of Assent		*100%	
0/ 65:	(ii) Physical Ballot Forms / Remote e-Votin with dissent for the Resolution	ng 2	201	
	6 of Dissent			

^{*} Rounded off to the nearest number

