

1st October, 2015

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

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

BSE-Scrip Code: 532678

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**).
2. 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)

Annexure - A

Bombay Rayon Fashions Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No.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							
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	0	0	0.0000	0.0000
Public-Others	8724378	1209490	13.8633	1209289	201	99.9834	0.0166
Total(A)	134600000	125156643	92.9843	125156642	201	99.9998	0.0002
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
Result (A+B)	134600000	125849218	93.4987	125849017	201	99.9998	0.0002



Bombay Rayon Fashions Limited

Promoter / Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in Favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:2 Approval for 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							
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	0	0	0.0000	0.0000
Public - Others	8724378	1209490	13.8633	1209289	201	99.9834	0.0166
Total(A)	134600000	125156843	92.843	125156642	201	99.9998	0.0002
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
Result (A+B)	134600000	125849218	93.4987	125849017	201	99.9998	0.0002



Bombay Rayon Fashions Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
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.							
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	0	0	0.0000	0.0000
Public-Others	8724378	1209490	13.8633	1209289	201	99.9834	0.0166
Total(A)	134600000	125156843	92.9843	125156642	201	99.9998	0.0002
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
Result (A+B)	134600000	125849218	93.4987	125849017	201	99.9998	0.0002



Bombay Rayon Fashions Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in Favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
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.							

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	0	0	0.0000	0.0000
Public-Others	8724378	1209490	13.8633	1209289	201	99.9834	0.0166
Total(A)	134600000	125156843	92.9843	125156642	201	99.9998	0.0002
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
Result (A+B)	134600000	125849218	93.4987	125849017	201	99.9998	0.0002



Bombay Rayon Fashions Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:5 Approval for Alteration in the Articles of Association of the Company.							
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	0	0	0.0000	0.0000
Public-Others	8724378	1209490	13.8633	1209289	201	99.9834	0.0166
Total(A)	134600000	125156843	92.9843	125156642	201	99.9998	0.0002
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
Result (A+B)	134600000	125849218	93.4987	125849017	201	99.9998	0.0002



Bombay Rayon Fashions Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No: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							

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	0	0	0.0000	0.0000
Public- Others	8724378	1209490	13.8633	1209289	201	99.9834	0.0166
Total(A)	134600000	125156843	92.9843	125156642	201	99.9998	0.0002
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
Result (A+B)	134600000	125849218	93.4987	125849017	201	99.9998	0.0002



Bombay Rayon Fashions Limited

Promoter / Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled

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.

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	0	0	0.0000	0.0000
Public-Others	8724378	1209490	13.8633	1209289	201	99.9834	0.0166
Total(A)	134600000	125156843	92.9843	125156642	201	99.9998	0.0002
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
Result (A+B)	134600000	125849218	93.4987	125849017	201	99.9998	0.0002



Bombay Rayon Fashions Limited

Promoter / Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:8 Approval for Increase in Authorized Share Capital upto Rs. 200 Crores.							
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	0	0	0.0000	0.0000
Public-Others	8724378	1209490	13.8633	1209289	201	99.9834	0.0166
Total(A)	134600000	125156843	92.9843	125156642	201	99.9998	0.0002
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
Result (A+B)	134600000	125849218	93.4987	125849017	201	99.9998	0.0002



Bombay Rayon Fashions Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:9 Approval for appointment of Mr. John Mathew (DIN: 01632626) as an Independent Director of the Company.							
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	0	0	0.0000	0.0000
Public-Others	8724378	1209490	13.8633	1209289	201	99.9834	0.0166
Total(A)	134600000	125156843	92.9843	125156642	201	99.9998	0.0002
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
Result (A+B)	134600000	125849218	93.4987	125849017	201	99.9998	0.0002



Bombay Rayon Fashions Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:10 Approval for appointment of Ms. Prachi Deshpande (DIN: 02975271) as a Director of the Company.							
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	0	0	0.0000	0.0000
Public-Others	8724378	1209490	13.8633	1209289	201	99.9834	0.0166
Total(A)	134600000	125156843	92.9843	125156642	201	99.9998	0.0002
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
Result (A+B)	134600000	125849218	93.4987	125849017	201	99.9998	0.0002



Bombay Rayon Fashions Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:11 Approval for payment of Remuneration to Key Managerial Personnel.							
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	0	0	0.0000	0.0000
Public-Others	8724378	1209490	13.8633	1209289	201	99.9834	0.0166
Total(A)	134600000	125156843	92.9843	125156642	201	99.9998	0.0002
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
Result (A+B)	134600000	125849218	93.4987	125849017	201	99.9998	0.0002



Bombay Rayon Fashions Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:12 Ratification of remuneration payable to M/s K.S. Kamalakara & Co., Cost Auditors.							
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	0	0	0.0000	0.0000
Public-Others	8724378	1209490	13.8633	1209289	201	99.9834	0.0166
Total(A)	134600000	125156843	92.9843	125156642	201	99.9998	0.0002
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
Result (A+B)	134600000	125849218	93.4987	125849017	201	99.9998	0.0002



1st October, 2015

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|--|---|
| 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.	Particulars	% 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	*100%	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%
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	*100%	0%
8.	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 Whole-time Director (designated as Director-Secretarial & Corporate Affairs and also act as Company Secretary and Compliance Officer) of the Company	*100%	0%
12.	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 22nd 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

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 e-voting 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:



1. **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 Lal 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.

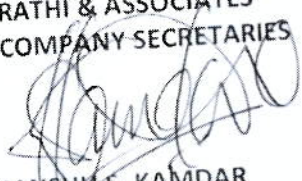


The results of the voting by members through remote e-voting and physical ballots at the 22nd Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company who has also countersigned this report.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES
COMPANY SECRETARIES


HIMANSHU S. KAMDAR
PARTNER
FCS NO. 5171
COP NO. 3030



COUNTERSIGNED BY
For BOMBAY RAYON FASHIONS LIMITED


AMAN AGARWAL
CHAIRMAN

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:

Sr. No.	Particulars	Resolution 1	
		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	-	-
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 Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	201
% of Dissent			0%

* Rounded off to the nearest number



For Resolution No.2:

Sr. No.	Particulars	Resolution 2	
		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	-	-
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 Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	201
% of Dissent			0%

* Rounded off to the nearest number

For Resolution No. 3:

Sr. No.	Particulars	Resolution 3	
		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	-	-
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 Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	201
% of Dissent			0%

* Rounded off to the nearest number



For Resolution No. 4:

Sr. No.	Particulars	Resolution 4	
		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	-	-
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 Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	201
% of Dissent			0%

* Rounded off to the nearest number

For Resolution No. 5:

Sr. No.	Particulars	Resolution 5	
		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	-	-
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 Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	201
% of Dissent			0%

* Rounded off to the nearest number



For Resolution No. 6:

Sr. No.	Particulars	Resolution 6	
		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	-	-
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 Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	201
% of Dissent			0%

* Rounded off to the nearest number

For Resolution No. 7:

Sr. No.	Particulars	Resolution 7	
		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	-	-
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 Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	201
% of Dissent			0%

* Rounded off to the nearest number



For Resolution No. 8:

Sr. No.	Particulars	Resolution 8	
		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	-	-
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 Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	201
% of Dissent			0%

* Rounded off to the nearest number

For Resolution No. 9:

Sr. No.	Particulars	Resolution 9	
		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	-	-
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 Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	201
% of Dissent			0%

* Rounded off to the nearest number



For Resolution No. 10:

Sr. No.	Particulars	Resolution 10	
		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	-	-
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 Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	201
% of Dissent			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 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	-	-
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 Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	201
% of Dissent			0%

* Rounded off to the nearest number



For Resolution No. 12:

Sr. No.	Particulars	Resolution 12	
		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	-	-
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 Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	201
% of Dissent			0%

* Rounded off to the nearest number

