



Bombay Rayon Fashions Limited

CIN No. L17120MH1992PLC066880

Registered Office: D-1st Floor, Oberoi Garden Estates, Chandivali Farms Road, Chandivali, Andheri (East), Mumbai 400 072.

Tel.: +91 22 3985 8800, Fax: 022 3985 8700 Website: www.bombayrayon.com Email: investors@bombayrayon.com

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before completing this form)

Sr. No.:

1. Name and registered address of the sole/ first named shareholder (In Block Letters) :
2. Name(s) of Joint shareholder(s), if any :
3. Registered Folio No. /DP Id No./Client Id No.* : (*Applicable to Members holding shares in dematerialised form)
4. No. of equity shares held (Equity Share of Rs. 10/- each) :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company, dated 10th November, 2015 by conveying my/our assent or dissent to the said Resolution by placing the tick (v) mark in the appropriate box below:

| Item No. | Brief particulars of the resolution | No. of Shares | I/We assent to the resolution (For) | I/We dissent to the resolution (Against) |
|----------|--|---------------|-------------------------------------|--|
| 1. | Special Resolution under Section 14 and other applicable provisions, if any, of the Companies Act, 2013 for Alteration of Articles of Association of the Company by way of insertion of new Articles 65(iii) and 65(iv) after existing Article 65(ii) in the Articles of Association of the Company in conformity with the provisions of the Companies Act, 2013 and the rules made thereunder. | | | |

Place:

Date :

Signature of the Shareholder / Beneficial owner

ELECTRONIC VOTING PARTICULARS

| Electronic Voting Sequence Number (EVSN) | *Default Sequence Number |
|--|--------------------------|
| 151202006 | |

* Members who have not updated their PAN with the Company / Depository Participant shall use default Sequence Number in the PAN field. Other members should use their PAN.

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: **5.00 p.m. on Wednesday, 6th day, January, 2016.**
2. Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS

1. A Member(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company or Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his /her absence, by the next named Member.
4. In the case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authorization together with the specimen signature(s) of the duly authorised signatories, without which the Postal Ballot Form may be treated as invalid.
5. Please convey your assent or dissent in this Postal Ballot Form by placing a tick (✓) mark in the appropriate box. In case of partial voting in both the columns, please state the number of shares in 'For' as well as 'Against' column. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 p.m. on Wednesday, 6th January, 2016. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by erasable writing medium(s) like pencil.
9. The exercise of vote through Postal Ballot is not permitted by a proxy.
10. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified under instruction 7 above.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed.
12. Voting rights shall be reckoned on the fully paid-up number of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. Friday, 27th November, 2015, person who is not a member as on the said record date should be treat this notice for information purpose only.
13. A Member need not use all his votes nor cast all his votes in the same way.
14. The Company is pleased to offer e-voting facility as an alternate to all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes of the Postal Ballot Notice. Members are requested to vote either physically or by way of e-voting but not both.
 - a. Launch the internet browser by typing the following www.evotingindia.com.
 - (i) Click on Shareholders.
 - (ii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iii) Next enter the Image Verification as displayed and Click on Login.
 - (iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (v) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same. It may be sent to the Scrutinizer through email at hsk@rathiandassociates.com. You can also forward the documents at the Company's email ID: investors@bombayrayon.com
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xviii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday, 27th November, 2015.