

**BRFL**

Bombay Rayon Fashions Ltd.

**BOMBAY RAYON FASHIONS LIMITED****CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED DECEMBER 31, 2012.**

Particulars	Clause of the Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	No	In the last month of the quarter there was a sad demise of one of our independent director. It will be complied by the quarter ended 31/3/2013
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	-
(C) Other provisions as to Board and Committees	49 (IC)	Yes	-
(D) Code of Conduct	49 (ID)	Yes	-
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIB)	Yes	-
(C) Powers of Audit Committee	49 (IIC)	Yes	-
(D) Role of Audit Committee	49 (IID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-
<b>III. Subsidiary Companies</b>	49 (III)	Yes	-
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	-
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	-
(C) Board Disclosures	49 (IVC)	Yes	-

(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	-	N.A.
(E) Remuneration of Directors	49 (IVE)	-	Complied with in the Annual Report for the FY 2011-12
(F) Management	49 (IVF)	-	Complied with in the Annual Report for the FY 2011-12
(G) Shareholders	49 (IVG)	-	Complied with in the Annual Report for the FY 2011-12
<b>V. CEO/CFO Certification</b>	49 (V)	-	Complied with in the Annual Report for the FY 2011-12
<b>VI(I) Report on Corporate Governance</b>	49 (VI)	-	Complied with in the Annual Report for the FY 2011-12
<b>VII. (I) Compliance</b>	49 (VII)	-	Complied with in the Annual Report for the FY 2011-12

For BOMBAY RAYON FASHIONS LIMITED

*Prachi*

**Prachi Deshpande  
Company Secretary**

Date: 14.01.2013