

**BOMBAY RAYON FASHIONS LIMITED**

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED JUNE 30, 2013.**

<b>Particulars</b>	<b>Clause of the Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<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. The Company is in process of appointing a new director in his place.
(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.	There are no proceeds from public issues, right issues, preferential issues etc.
(E) Remuneration of Directors	49 (IVE)	N.A.	Will be complied in the ensuing AGM
(F) Management	49 (IVF)	Yes	-
(G) Shareholders	49 (IVG)	N.A.	Will be complied in the ensuing AGM
<b>V. CEO/CFO Certification</b>	49 (V)	N.A.	Will be complied in the ensuing AGM
<b>VI(I) Report on Corporate Governance</b>	49 (VI)	N.A.	Will be complied in the ensuing AGM
<b>VII. (I) Compliance</b>	49 (VII)	N.A.	Will be complied in the ensuing AGM

For BOMBAY RAYON FASHIONS LIMITED

*Prachi*

**Prachi Deshpande**  
Company Secretary

Date 15.07.2013