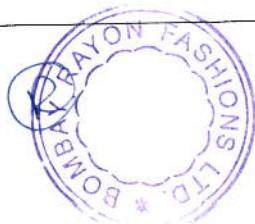


**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: Bombay Rayon Fashions Limited  
Quarter ended on: June 30, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II Board of Directors</b>	49 (II)		
(A) Composition of Board	49(IIA)	Yes	The Board of Directors at their meeting convened on May 22, 2015 appointed: a. An Executive Woman Director (Non-independent) with effect from June 01, 2015; and b. A Non-executive Director (Independent) with immediate effect.  Consequent upon the above mentioned appointments, the composition of the Board is in accordance with Clause 49(II)(A) of the Listing Agreement.
(B) Independent Directors	49 (IIB)	Yes	Criteria for performance evaluation of Independent Directors will be disclosed in the Annual Report for the Financial Year 2014-15.
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	Yes	Only sitting fees are paid to the Independent Directors. The said fees are paid within the limits stipulated under the Companies Act, 2013.  Necessary disclosures will be made in the Annual Report for the Financial Year 2014-15
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	A declaration by the CEO on affirmation of compliance of Code by the Board Members and Senior Management Personnel will be given in the Annual report for the Financial Year 2014-15.
(F) Whistle Blower Policy	(49 (IIF)	Yes	The details of establishment of mechanism will be disclosed in the Board's Report for the financial year 2014-15.
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	-





V. Subsidiary Companies	49 (V)	Yes	-
VI. Risk Management	49 (VI)	Yes	-
VII. Related Party Transactions	49 (VII)	Yes	-
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	There were no material related party transactions during the quarter under review. The disclosure of the web link to Policy on dealing with Related Party Transactions will be provided in the next Annual Report for the financial year 2014-15.
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A	Financial statements are prepared in accordance with Accounting Standards prescribed by the Institute of Chartered Accountants of India from time to time.
(C) Remuneration of Directors	49 (VIII C)	Yes	The detailed information for the Financial Year 2014-15 will be disclosed in the Annual Report for the financial year 2014-2015.
(D) Management	49 (VIII D)	Yes	The same will be disclosed in the Directors' Report and Annual Report for the financial year 2014-2015.
(E) Shareholders	49 (VIII E)	Yes	Necessary disclosures related to the Directors will be made in the Annual Report of F.Y. 2014-15.
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues, etc.	49 (VIII-I)	N.A.	-
IX. CEO/CFO Certification	49 (IX)	Yes	-
X. Report on Corporate Governance	49 (X)	Yes	Corporate Governance Report for the year ended 31 <sup>st</sup> March, 2015 will be annexed with the Annual Report for the Financial Year 2014-15.  Further, quarterly disclosures on compliance of Corporate Governance are made to the Stock Exchanges on which the Company is listed.
XI. Compliance	49 (XI)	Yes	-

For Bombay Rayon Fashions Limited

*Prachi*

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