

**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

**Name of the Company: Bombay Rayon Fashions Limited**  
**Quarter ending on: 30/09/2012**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes	-
(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 II(D)	Yes	-
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-
<b>III. Subsidiary Companies</b>	49 (III)	<b>Yes</b>	-
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	-
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	-
(C) Board Disclosures	49 (IV C)	Yes	-
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Yes	N.A.
(E) Remuneration of Directors	49 (IV E)	Yes	Complied with in the Annual Report FY 2011-12
(F) Management	49 (IV F)	Yes	Complied with in the Annual Report FY 2011-12
(G) Shareholders	49 (IV G)	Yes	Complied with in the Annual Report FY 2011-12

<b>V.CEO/CFO Certification</b>	49 (V)	Yes	Complied with in the Annual Report FY 2011-12
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Complied with in the Annual Report FY 2011-12
<b>VII. Compliance</b>	49 (VII)	Yes	Complied with in the Annual Report FY 2011-12

For **BOMBAY RAYON FASHIONS LIMITED**

*Prachi*

**Prachi Deshpande**  
**Company Secretary**