

Notice

NOTICE is hereby given that the Twenty First Annual General Meeting of the Shareholders of BOMBAY RAYON FASHIONS LIMITED will be held on Saturday, September 27, 2014 at Kilachand Conference Room, Indian Merchant Chambers, Churchgate, Mumbai-400 020 at 12.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statements of Accounts for the financial year ended March 31, 2014 and the Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Aman Agrawal (DIN - 00019534), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Prashant Agrawal, (DIN - 00019464), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint M/s. V. K. Beswal & Associates, Chartered Accountants [Firm Registration No. 101083W], as the Statutory Auditors of the Company, to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (statutory modification(s) or re-enactment thereof, for the time being in force), the new draft Articles of Association of the Company be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”
“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, things and take all such actions as may be deemed necessary, proper or expedient to give effect to this resolution.”
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Section 149, sub Section (2) of Section 150 and sub Section (2) of Section 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Mr. Naseer Ahmed, (DIN -00027095), Director of the Company, in respect of whom the Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with necessary deposit from a Shareholder proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to March 31, 2019, and that he shall not be liable to retire by rotation as stipulated under Section 149(13) of the Companies Act, 2013.
RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary, be and is hereby authorised to do all such acts, deeds and things as are necessary to give effect to the resolution.”
7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Section 149, sub Section (2) of Section 150 and sub Section (2) of Section 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Mr. M. M. Agrawal, (DIN-00681433), Director of the Company, in respect of whom the Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with necessary deposit from a Shareholder proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to March 31, 2019, and that he shall not be liable to retire by rotation as stipulated under Section 149(13) of the Companies Act, 2013.
RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary, be and is hereby authorised to do all such acts, deeds and things as are necessary to give effect to the resolution.”
8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Section 149, sub Section (2) of Section 150 and sub Section (2) of Section 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Mr. Suresh Vishwasrao, (DIN- 00837235), Director of the Company, in respect of whom the Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with necessary deposit from a Shareholder proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to March 31, 2019, and that he shall not be liable to retire by rotation as stipulated under Section 149(13) of the Companies Act, 2013.”

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby authorised to do all such acts, deeds and things as are necessary to give effect to the resolution.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, sub Section (2) of Section 150, sub Section (2) of Section 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Mr. A. Arumugham, (DIN-00350163), Director of the Company, in respect of whom the Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with necessary deposit from a Shareholder proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to March 31, 2019, and that he shall not be liable to retire by rotation as stipulated under Section 149(13) of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby authorised to do all such acts, deeds and things as are necessary to give effect to the resolution.”

By Order of the Board of Directors

Place: Mumbai
Date: 30th July, 2014

Janardhan Agrawal
Chairman

REGISTERED OFFICE:

D-1st Floor, Oberoi Gardens Estates, Chandivali Farms Road,
Chandivali, Andheri (East), Mumbai – 400 072

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, if any, in order to be effective, must be received at the Company’s Registered Office not later than 48 (Forty Eight) hours before the time fixed for the commencement of the meeting. Proxies submitted on behalf of the companies, etc, must be supported by appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
5. Any members proposes to seek any clarification on the accounts requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply to the same in the meeting.
6. The Register of Directors’ and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of contracts or arrangement in which director are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
7. The Register of the Members and the Share Transfer Books of the Company will remain closed from, Saturday, 20th September, 2014 to Saturday, 27th September, 2014.
8. The Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, for Special Business, setting out all material facts and the statement of particulars of Directors seeking appointment/re-appointment, as required under Clause 49 of the Listing Agreement are annexed hereto. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
9. Members are requested to bring their copy of Annual Report and attendance slip to the meeting.
10. The Annual Accounts of the Subsidiary Companies shall be available at the Registered Office of the Company for inspection by any shareholder.
11. Copies of the accounts of subsidiaries required by any shareholders will be provided on written request to the Company Secretary of the Company at the Registered Office of the Company.

Bombay Rayon Fashions Limited

12. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
13. Members who hold share(s) in dematerialized form are requested to write their Client ID and DP ID and those who hold share(s) in physical form are requested to write their folio number in the attendance slip.
14. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent in respect of share(s) held in physical form and with respective Depository Participants (DP) where the share(s) are held in dematerialized form. Shareholders holding share(s) in physical form can send their email address for registration to investors@bombayrayon.com quoting the Folio Number and Name of the Company.
15. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL). The instructions for members for voting electronically are as under:-

(A) The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 22, 2014 at 9.30 a.m. to 5.30 p.m. and ends on September 23, 2014 at 9.30 a.m. to 5.30 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (September 20, 2014) of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant <BOMBAY RAYON FASHIONS LIMITED> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) 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 they should create a compliance user 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.

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

16. Mr. Himanshu Kamdar, Practising Company Secretary (Membership No. 5171) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

17. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.bombayrayon.com and will be communicated to the Stock Exchanges on which the Company’s equity shares are listed.

By Order of the Board of Directors

Place: Mumbai
Date: 30th July, 2014

Janardhan Agrawal
Chairman

REGISTERED OFFICE:

D-1st Floor, Oberoi Gardens Estates, Chandivali Farms Road,
Chandivali, Andheri (East), Mumbai – 400 072

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5

The existing AOA are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of Companies Act, 1956 and some regulations in existing AOA are no longer in conformity with the Act in view of the recent notification of Companies Act, 2013 and rules there under.

With the coming into force of the Act several regulations of the existing AOA of the Company require alteration or deletion in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles. For that purpose Company is adopted table "F"

As per the provisions of Section 14 of the Companies Act, 2013, alteration in Articles of Association of the Company will require to be approved by the shareholders of the Company by way of Special Resolution and hence placed for seeking approval of shareholders.

Copy of existing and New Articles of Association of the Company will be available for inspection by members during 10.30 a.m. to 6.30 p.m. at the Registered Office of the Company during to September 23, 2014 till the date of Annual General Meeting.

The proposed new draft AOA is being uploaded on the Company's website for perusal by the shareholders.

Your Board recommends this resolution to seek your approval for amendment for adoption of new set of Articles of Association.

None of the persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested in the above resolutions.

Item Nos. 6 to 9:

As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder, an Independent Director shall hold office for a term of up to five consecutive years. In the opinion of the Board, Mr. Naseer Ahmed, Mr. M. M. Agrawal, Mr. Suresh Vishwasrao and Mr. A. Arumugham qualify to be Independent Directors in accordance with the conditions specified under Section 149(6) of the Companies Act, 2013 for such appointment. The said Independent Directors shall not be liable to retirement by rotation.

The Company has received Notices in writing from a member of the Company along with the deposit of ₹ 100,000/- per Notice, as per the provisions of Section 160 of the Companies Act, 2013, signifying his intention to propose the candidatures of Mr. Naseer Ahmed, Mr. M. M. Agrawal, Mr. Suresh Vishwasrao and Mr. A. Arumugham respectively, for the office of Directors of the Company.

The copies of the notices as aforesaid and a copy of draft letters of appointment of the aforesaid four (4) Directors as Independent Directors setting out the terms and conditions would be available for inspection by the members at the Company's Registered Office during the working hours on all working days upto the date of AGM and the said documents shall also be placed at the meeting.

Brief resume of Mr. Naseer Ahmed, Mr. M. M. Agrawal, Mr. Suresh Vishwasrao and Mr. A. Arumugham, nature of their expertise in specific functional areas and names of companies in which they hold directorship and membership/chairmanship of Board Committees, shareholding and relationships between directors inter-se as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance report forming part of Annual Report.

Mr. Naseer Ahmed, Mr. M. M. Agrawal, Mr. Suresh Vishwasrao and Mr. A. Arumugham, deemed to be interested or concerned in their respective resolution for appointment. Apart from the said directors, none of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested in the above resolutions.

Your Directors recommend the resolutions as mentioned in Item Nos. 6, 7, 8 & 9 of the Notice for your approval.

By Order of the Board of Directors

Place: Mumbai
Date: 30th July, 2014

Janardhan Agrawal
Chairman

REGISTERED OFFICE:

D-1st Floor, Oberoi Gardens Estates, Chandivali Farms Road,
Chandivali, Andheri (East), Mumbai – 400 072



BOMBAY RAYON FASHIONS LIMITED

Registered Office: D-1st Floor, Oberoi Gardens Estates, Chandivali Farms Road, Chandivali, Andheri (East), Mumbai – 400 072. • Tel: 022-3985 8800 • Fax: 022-3985 8830
Website: www.bombayrayon.com Email: investor@bombayrayon.com
CIN: L17120MH1992PLC066880

ATTENDANCE SLIP

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]
21st Annual General Meeting

Registered Folio No./DP ID No./ Client ID No.	
No. of shares	

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 21st Annual General Meeting of the Company to be held at Kilachand Conference Room, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai 400 020 on Saturday, 27th September, 2014 at 12.30 p.m.

Name of the member / proxy (in BLOCK letters)

Signature of the member / proxy

Note: Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.



BOMBAY RAYON FASHIONS LIMITED

Registered Office: D-1st Floor, Oberoi Gardens Estates, Chandivali Farms Road, Chandivali, Andheri (East), Mumbai – 400 072. • Tel: 022-3985 8800 • Fax: 022-3985 8830
Website: www.bombayrayon.com Email: investor@bombayrayon.com
CIN: L17120MH1992PLC066880

ATTENDANCE SLIP

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]
21st Annual General Meeting

Name of the Member(s)	
Address	
Email ID	
Folio No. / Client ID	DP ID:

I/we, being the member(s) of _____ shares of the above named company, hereby appoint:

Name Address	Email-ID	Signature : _____ or falling him/her
Name Address	Email-ID	Signature : _____ or falling him/her
Name Address	Email-ID	Signature : _____ or falling him/her



As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of Bombay Rayon Fashions Limited, to be held on Saturday, 27th September, 2014 at 12.30 p.m. at Kilachand Conference Room, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai 400 020, and/or any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Voting		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2014, including the audited Balanced Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.			
2.	To appoint a director in place of Mr. Aman Agrawal (DIN: 00019534), who retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.			
3.	To appoint a director in place of Mr. Prashant Agrawal (DIN: 00019464), who retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.			
4.	To appoint Statutory Auditors to hold office from the conclusion of this AGM till the conclusion of next AGM and to authorize the Directors to fix their remuneration.			
Special Business				
5.	Approval and Adoption of New Set of Articles of Association			
6.	Appointment of Mr. Naseer Ahmed (DIN 00027095) as an Independent Director			
7.	Appointment of Mr. M. M. Agrawal(DIN 00681433) as an Independent Director			
8.	Appointment of Mr. Suresh Vishwasrao (DIN 00837235) as an Independent Director			
9.	Appointment of Mr. A. A. arumugham (DIN 00350163) as an Independent Director			

Signed this _____ day of _____ 2014

Signature of Proxy Holder(s) : _____

Signature of Shareholder(s) : _____

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₹ 1.00
Revenue
Stamp

Note:

1. Proxy need not be member.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the Meeting.
3. It is optional to indicate your preference. If you leave the "for", "against" or "abstain" column blank, your proxy will be entitled to vote in the manner as he/she may deem appropriate.