

Notice

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Shareholders of BOMBAY RAYON FASHIONS LIMITED will be held on Tuesday, September 29, 2015 at Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai – 400 049, at 4:00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 comprising of the Balance Sheet as at March 31, 2015, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Janardhan Agrawal (DIN – 00019497), 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. A.R. Mundra (DIN – 00019234), 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 Statutory Auditors of the Company pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) to hold office from the conclusion of this meeting till the conclusion of the Twenty Third 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 other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder, the consent of the shareholders be and is hereby accorded for altering the Articles of Association of the Company by way of deletion/addition of the following clauses of the Articles of Association in conformity with the Companies Act, 2013 and rules made thereunder –

- (i) Substituting existing Article 2 (ii) with the following clause:

“2(ii) ‘Every Certificate shall be issued with the signatures of two directors or a director and the Company Secretary.’”

- (ii) Delete the existing article 77 with respect to ‘the seal’ and replace it with the new article under the title ‘charge’ as under-

“The Company shall charge such fees for providing the inspection/extracts/copies of any Statutory Register as specified in 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.”

6. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT the consent of the members be and is hereby granted in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the rules made thereunder to the Board of Directors to mortgage, pledge, hypothecate or charge, in addition to the existing mortgages, hypothecations and charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties/assets of the Company, both present and future, and/or the whole or any part of the undertaking or undertakings of the Company, for securing the borrowings of the Company and/or its subsidiaries, availed/to be availed by way of loan (Term loans/Working Capital facilities/External Commercial Borrowings and securities/Debentures), the aggregate value of which shall not exceed ₹ 70,000,000,000/- (Rupees Seven Thousand Crores Only) from Financial Institutions/Banks and other agencies/Parties, issued/to be issued by the Company from time to time together with interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption and all other costs, charges and expenses including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other moneys payable by the Company in terms of the Loan Agreement(s)/

Heads of Agreement(s), Debenture Trust Deed (s) or any other document, entered into/to be entered into between the Company and the lender(s)/Agent(s) and Trustee(s) in respect of the said loans/borrowing/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lenders/Agents/Trustees.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company or the Company Secretary, be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers and Agreements as may be required and to take all necessary steps and do all necessary things in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s)/ Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary proper and fit.”

7. To consider and if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

“RESOLVED THAT the consent of the members be and is hereby granted in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the rules made thereunder to the Board of Directors to borrow from time to time all such sum(s) of money (including External Commercial Borrowings in foreign denominated currencies from any foreign sources/ foreign countries as prescribed by statutory guidelines, if any, in this regard) (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business of the Company) in such manner as may be deemed necessary and prudent for the purposes of the Company, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company and outstanding (apart from the temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company i.e. reserves not set apart for any specific purposes, provided that the total amount borrowed/to be borrowed by the Board of Directors shall not, at any time, exceed the limit of ₹ 70,000,000,000/- (Rupees Seven Thousand Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the directors of the Company or the Company Secretary, be and is hereby authorized to take all necessary steps and do all necessary things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things as it may in its absolute discretion deem fit. ”

8. 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 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing ₹ 1,500,000,000 (Rupees One Hundred Fifty Crores only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of ₹ 10/- each to ₹ 2,000,000,000 (Rupees Two Hundred Crores only) divided into 200,000,000 (Twenty Crores) Equity Shares of ₹ 10/- each ,ranking pari passu with the existing shares in the Company and that the existing Clause V of the Memorandum of Association of the Company be modified and substituted with the following:

- V. The Authorised Share Capital of the Company is ₹ 2,000,000,000 (Rupees Two Hundred Crores only) divided into 200,000,000 (Twenty Crores) Equity Shares of ₹ 10/- each with the power to increase, consolidate, decrease or to divide the Share Capital with or without any preference, priority or subject to any postponement of rights or to any conditions of restrictions, so that the conditions, of issue shall otherwise be subject to the power herein contained. The rights and privileges or conditions attached thereto may be altered or dealt with in accordance with the Clauses of the accompanying Articles of Association but not otherwise.

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid 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, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement and as recommended by the Nomination and Remuneration Committee, Mr. John Mathew (DIN -01632626), who was appointed as an Additional Director of the Company pursuant to the provision of the section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company

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has received notice under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation under Section 149(13) of the Companies Act, 2013 and to hold office for a period upto 31st March 2020.

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.”

10. 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 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee, Ms. Prachi Deshpande, (DIN - 02975271), who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

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.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee, subject to the requisite approval of the Central Government, if required, the approval of shareholders of the Company be and is hereby accorded for appointment of Ms. Prachi Deshpande (DIN -02975271) as a Whole-time Director (designated as Director - Secretarial & Corporate Affairs and also act as Company Secretary and Compliance Officer) of the Company for a period of one year with effect from 1st June, 2015 to 31st May, 2016 on a remuneration of ₹ 28,00,000/- p.a (exclusive of perquisites and allowances as may be applicable as per the Companies rules) on such terms and conditions as provided below, with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions on recommendation of Nomination and Remuneration Committee, without further reference to the shareholders of the Company, in such manner as may be agreed to between the Board of Directors and Ms. Prachi Deshpande; subject to the provisions of Schedule V of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** subject to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, the remuneration as set out herein above be paid as minimum remuneration to Ms. Prachi Deshpande, notwithstanding that in any financial year during her tenure as a Whole Time Director, the Company has no profits or inadequate profits.”

“**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Ms. Prachi Deshpande within such prescribed limit or ceiling and as agreed between the Company and Ms. Prachi Deshpande without any further reference to the members in the General Meeting.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company.”

12. 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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and upon recommendation of the Audit Committee of the Company, M/s K.S. Kamalakara & Co., Cost Accountants, Bangalore (Firm Registration No. 000296) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial year ending

March 31, 2016, for annual audit fee/remuneration of ₹ 5,00,000/- (Rupees Five lacs only) plus applicable Government Taxes and reimbursement of travelling and actual out of pocket expenses incurred in relation to performance of their duties, be and is hereby ratified and approved;

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
For **Bombay Rayon Fashions Limited**

Prashant Agrawal
Managing Director
DIN: 00019464

Place: Mumbai
Dated: 14.08.2015

Registered Office Address:

D 1st Floor, Oberoi Garden Estates, Chandivali Farms,
Chandivali, Andheri (East),
Mumbai – 400072

CIN: L17120MH1992PLC066880

TEL No: +91 22 39858800

Mail: investors@bombayrayon.com

Fax No : +91 22 39858700

Website: www.bombayrayon.com

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 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 intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a duly certified true copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf 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, Tuesday, 22nd September, 2015 to Tuesday, 29th September, 2015.
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, as required under Clause 49 of the Listing Agreement are annexed hereto. The Directors have furnished the requisite consents / declarations for their appointment.
9. Member's attending the meeting are requested to bring with them, their copy of Annual Report and attendance slip attached herewith.

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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.
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 on 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. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends upto the financial year 2007-2008, to the Investor Education & Protection Fund (the IEPF) established by the Central Government.
16. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
17. 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 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (hereinafter referred to as 'CDSL'). The instructions for members for voting electronically are as under:-
 - (A) (i) The voting period begins on 25th September, 2015 at 9.00 AM and ends on 28th September, 2015 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 22nd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now, select "Bombay Rayon Fashions Limited" from the drop down menu & click on "Submit"
 - (v) 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.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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.

For Members holding shares in Demat Form and Physical Form	
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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Bombay Rayon Fashions Limited.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) 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 a compliance user should be created 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.
- (B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:
- Please follow all steps from sl. no. (i) to sl. no. (xix) above, to cast vote.
- (C) 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.

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The voting rights of shareholders shall be in proportion to their share(s) of the paid up equity share capital of the Company as on the cut-off date (record date) of 22nd September, 2015. A person who is not a member as on the cut-off date should treat this notice for information purposes only. Member, who has voted electronically, shall not be entitled to vote at the Meeting.

18. The Company has appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, as a scrutinizer (the 'Scrutinizer') for conducting the voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
19. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
20. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The results declared along with the Scrutinizer's Report shall be placed on the Company's web-site www.bombayrayon.com and on the web-site of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd., where the shares of the Company are listed, and on the notice Board of its Registered and Corporate Offices.
22. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is annexed. A member desiring to exercise vote by Ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Mr. Himanshu S. Kamdar, Scrutinizer, C/o Link Intime India Private Limited, Unit: Bombay Rayon Fashions Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078, Tel. No: 022-25946970, Fax No: 022- 25946969, E-mail: rnt.helpdesk@linkintime.co.in so as to reach him on or before 26th September, 2015, by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.

**By Order of the Board
For Bombay Rayon Fashions Limited**

Prashant Agrawal
Managing Director
DIN: 00019464

Place: Mumbai
Dated: 14.08.2015

Registered Office Address:

D 1st Floor, Oberoi Garden Estates, Chandivali Farms,
Chandivali, Andheri (East),
Mumbai – 400072

CIN: L17120MH1992PLC066880

TEL No: +91 22 39858800

Fax No : +91 22 39858700

Mail: investors@bombayrayon.com

Website: www.bombayrayon.com

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

Item No. 5

It is proposed to amend the existing Articles of Association (hereinafter referred to as 'the Articles') of the Company to align them with the amendments brought out vide The Companies (Amendment) Act, 2015 no. 21 of 2015 dated 25th May, 2015 in the Companies Act, 2013 read with the Rules framed thereunder with regard to some by amending section 9, 12 and 223 of the Companies Act, 2013 about the requirement of Common Seal. Pursuant to these Amendments, requirement of common seal has become optional for the Companies. Accordingly, the clauses of the Articles of Association as mentioned in the Resolution are proposed to amend. Further in pursuance of the companies act, 2013 the company proposes to charge nominal fee for providing inspections/extract/copies of any statutory registers.

These amendments are procedural in nature and for smooth working of activities.

The proposed draft Articles of Association after incorporation of the above mentioned changes is available for inspection of the shareholders of Company at the registered office of company on all working days (during business hours) upto the date of Annual General Meeting.

The Board recommends the above resolution for your approval by way of a Special Resolution.

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 in which the Promoters, Directors or Key Managerial Persons are interested, are concerned or interested, financially or otherwise, in the above resolutions.

Item No. 6 & 7:

With a view to accommodate the need for long term/short term borrowings including working capital requirement for the business the Company, it is proposed to obtain approval of the Members of the Company by way of passing of Special Resolution pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 for increase in the borrowing limit of the Company which shall not exceed ₹ 70,000,000,000/- (Rupees Seven Thousand Crores Only).

The enhanced borrowings of the Company may, if necessary, be secured by way of charge(s), mortgage(s) and/or hypothecation(s) on the Company's movable and/or immovable assets. For the said purpose, the Company seeks the approval of its members by way of passing of Special Resolution pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, for enabling the Board of Directors to create charge(s), mortgage(s) on and/or hypothecation(s) of the movable and/or immovable assets of the Company subject to a total limit of ₹ 70,000,000,000/- (Rupees Seven Thousand Crores Only)

In view of the requirements of the provisions of the Companies Act, 2013, the resolutions vide Item No.6 & 7 are proposed for the approval of the members of the Company.

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 No. 8

In order to keep a provision for issue of new shares to meet the requirements of achieving minimum public shareholding, it is proposed to increase its Authorized Share Capital and consequently alter its Memorandum of Association of the Company.

The Company proposes to increase its Authorized Share Capital from the present, ₹ 1,500,000,000 (Rupees One Hundred Fifty Crores only) divided into 150,000,000 (Fifteen Crores) Equity Shares of ₹ 10/- each to ₹ 2,000,000,000 (Rupees Two Hundred Crores only) divided into 200,000,000 (Twenty Crores) Equity Shares of ₹ 10/-, ranking pari passu with the existing shares in the Company

A draft of the altered copy of the Memorandum of Association of the Company is available for inspection to the shareholders/members of Company at the registered office of company on all working days (during its business hours) upto the date of Annual General Meeting.

As per the provisions of Section 13, 61 and 64 of the Companies Act, 2013, approval of members is necessary for increase in Authorised Share Capital and consequent alteration of Clause V of the Memorandum of Association as set out in Item Nos. 8 & 9 of the Notice respectively, by way of Special Resolution.

Your Directors recommend these resolutions for your approval.

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 No. 9 & 10

The Board of Directors of the Company has appointed Mr. John Mathew and Ms. Prachi Deshpande as Additional Directors of the Company on 22nd May, 2015 and June 1, 2015 respectively, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association, both occupy office up to the date of ensuing Annual General Meeting.

Bombay Rayon Fashions Limited

The Company is likely to get immense benefit from the experience of Mr. John Mathew as well as Ms. Prachi Deshpande. A brief resume of Mr. John Mathew and Ms. Prachi Deshpande is forming part of this notice.

Further, the Company has received notices under Section 160 of the Companies Act, 2013 with requisite amount of ₹ 1,00,000/- (Rupees One Lac) for both the Directors, from member proposing their candidature on the Board of the Company.

Also, the Board has satisfied itself that Mr. John Mathew fulfills all the conditions of being Independent Director as specified under Clause 49 of the Listing Agreement and Section 149 read with Schedule IV to the Companies Act, 2013.

The Board recommends both the resolutions for your approval.

Except Mr. John Mathew and Ms. Prachi Deshpande being interested in their respective appointments, none of the other Director(s)/ Key Managerial Personnel of the Company and/ or their relative(s) is concerned or interested financially or otherwise in this Resolution.

Item No. 11:

Pursuant to provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to approval of members of the Company, the Board of Directors has appointed Ms. Prachi Deshpande as a Whole-time Director (Designated as Director - Secretarial & Corporate Affairs and to act as Company Secretary) of the Company of the Company with effect from 1st June, 2015 on remuneration of ₹ 28,00,000/- p.a (exclusive of perquisites and allowances as may be applicable as per the Company's rules).

Profile of Ms. Prachi Deshpande is given in the Annexure to this notice. The Board considers that the appointment of Ms. Prachi Deshpande as a Whole-time Director (Designated as Director - Secretarial & Corporate Affairs and to act as Company Secretary) of the Company would be of immense benefit to the Company. Accordingly the Board of Directors recommends her appointment as a Whole-time Director of the Company; whose period of office is liable to determination by retirement of directors by rotation.

The draft letter of appointment of the aforesaid Director as Whole-time Director, setting out the terms and conditions is available for inspection to the shareholders/members of Company at the registered office of company on all working days (during its business hours) upto the date of Annual General Meetings.

The members are hereby informed that the proposed remuneration of Ms. Prachi Deshpande is within the limits specified under the Companies Act, 2013 read with Schedule V thereto.

The Board recommends this Special resolution for your approval.

Except Ms. Prachi Deshpande, none of the other Director(s)/ Key Managerial Personnel of the Company and/ or their relative(s) is concerned or interested financially or otherwise in this Resolution.

Item No. 12:

Pursuant to section 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to ratify the payment of remuneration of ₹ 5,00,000/- per annum and reimbursement of out of pocket expenses and taxes as may be applicable to the Cost Auditors M/s K.S. Kamalakara & Co., Cost Accountants, Bangalore (Firm Registration No. 000296) as considered and approved by the Board of Directors for the Financial Year 2015-16, if and as may be applicable and directives issued by the Central Government.

The Audit Committee has recommended the above remuneration to be paid to the cost auditor.

The Board recommends the resolution for the approval of the Members.

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.

**By Order of the Board
For Bombay Rayon Fashions Limited**

Prashant Agrawal
Managing Director
DIN : 00019464

Place: Mumbai
Date: 14th August, 2015

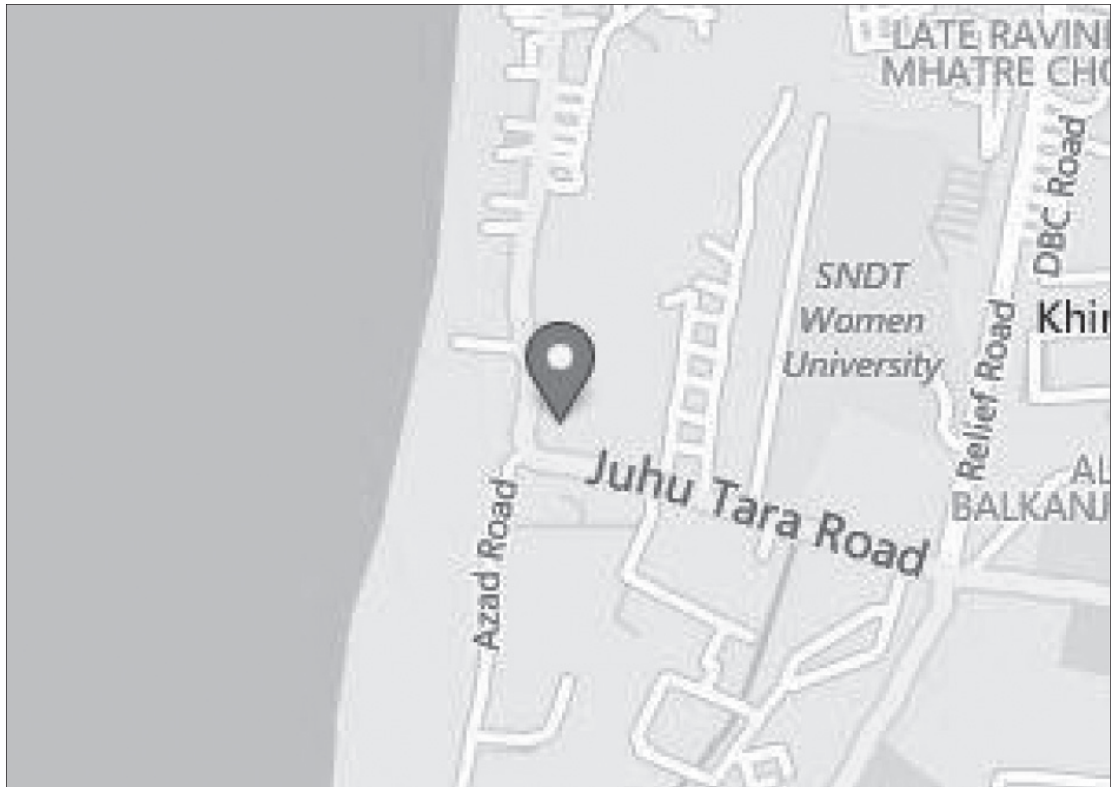
REGISTERED OFFICE:

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

Brief Resume of the Persons Proposed to be Appointed as the Directors of the Company at the Annual General Meeting in Accordance with Clause 49 of the Listing Agreement And Secretarial Standards ['SS - 2']:

Name of the Director	Mr. John Mathew	Ms. Prachi Deshpande
Age	53	36
Date of first appointment on the Board	22/05/2015	01/06/2015
Qualifications	B.Com, Advanced Accountancy	B.Com, LL B, C.S
Shareholding in the Company	NIL	NIL
Nature of Expertise & Experience	Have 28 years of experiences in Banking, Project Finance & Fund Management,	Have 13 years of experiences comprising of fund raising by way of equity & debt, Secretarial & legal matters and Relationship with Bankers.
Terms and Conditions of Appointment/re-appointment	As per Resolution	As per Resolution
(other brief terms also required to be stated)	As per Resolution	As per Resolution
Details of Remuneration sought to be paid	As per Resolution	As per Resolution
Remuneration last drawn	N.A	N.A
Number of Meetings attended during the year	N.A	N.A
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	None	None
Other membership/Chairmanship of Committees of other Boards	Member of Audit Committee of STI India Limited	N.A
Justification for choosing the appointee for appointment as Independent Director	Experience of Mr. John Mathew will be beneficial to the Company for its growth.	N.A
Name of the other Companies in which also holds Directorship	1. STI India Limited 2. Key2 Capital Private Limited	STI India Limited

MAP OF AGM





BOMBAY RAYON FASHIONS LIMITED

Registered Office: D 1st Floor, Oberoi Garden Estates, Chandivali Farms,
Chandivali, Andheri (East), Mumbai - 400072. • Tel: 022-3985 8800 • Fax: 022-3985 8700
Website: www.bombayrayon.com Email: investors@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]
22nd Annual General Meeting

*Registered Folio No.			
DP ID No.		Client ID No.	

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

I hereby record my presence at the Twenty second Annual General Meeting of the Company to be held at Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai – 400 049 at 04:00 p.m. on Tuesday, September 29th, 2015.

Name of the member / proxy (in BLOCK letters)

Signature of the member / proxy

Note: Member \ Proxy must bring the Attendance slip to the Meeting and hand it over duly signed, at the registration counter.

*Applicable only in case of investors holding shares in Physical form



BOMBAY RAYON FASHIONS LIMITED

Registered Office: D 1st Floor, Oberoi Garden Estates, Chandivali Farms,
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Website: www.bombayrayon.com Email: investors@bombayrayon.com
CIN: L17120MH1992PLC066880

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]
22nd 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 22nd Annual General Meeting of Bombay Rayon Fashions Limited, to be held on Tuesday, September 29, 2015, at 04:00 p.m. at Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (W), Mumbai – 400 049, and/or any adjournment(s) thereof in respect of such resolutions as set out in this notice:

Resolution No.	Resolution	Vote (See Note no. 3)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of Audited Financial Statement together with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2015			
2.	Approval for appointment of a Director in place of Mr. Janardhan Agrawal (DIN – 00019497), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment			
3.	Approval for appointment of a Director in place of Mr. A.R. Mundra (DIN – 00019234), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.			
4.	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 for Alteration in the Articles of Association of the Company.			
6.	Approval for mortgage, pledge, hypothecate or charge, in addition to the existing mortgages, hypothecation(s) and charges created up to an amount not exceeding ₹ 7,000 Crores			
7.	Approval of borrowing power not exceeding an amount of ₹ 7,000 crores over and above the paid-up capital, free reserves and securities premium account.			
8.	Approval for Increase in Authorized Share Capital upto ₹ 200 Crores.			
9.	Approval for appointment of Mr. John Mathew (DIN: 01632626) as an Independent Director of the Company.			
10.	Approval for appointment of Ms. Prachi Deshpande (DIN: 02975271) as a Director of the Company.			
11.	Approval for payment of Remuneration to Key Managerial Personnel.			
12.	Ratification of remuneration payable to M/s K.S. Kamalakara & Co., Cost Auditors.			

Signed this _____ day of _____ 2015

1) Signature of Proxy Holder : _____

2) Signature of Proxy Holder : _____

Signature of Member(s) : _____

Affix
₹ 1.00
Revenue
Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at Registered Office at D - 1st Floor, Oberoi Garden Estates, Chandivali Farms, Chandivali, Andheri (East), Mumbai – 400 072, not less than 48 hours before the commencement of the Meeting.
- A person can act as Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total Share Capital of the Company. A member holding more than ten percent of the total Share Capital of the Company may appoint a single person as a proxy and such person cannot act as a proxy for any other person or shareholder.
- 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.