



Bombay Rayon Fashions Limited

CIN No. L17120MH1992PLC066880

Registered Office: D-1st Floor, Oberoi Garden Estates, Chandivali Farms Road, Chandivali, Andheri (East), Mumbai 400 072.

Tel.: +91 22 6106 8800, **Fax:** 022 6106 8830 **Website:** www.bombayrayon.com

Email: investors@bombayrayon.com

Corrigendum to the Notice of the Extra-ordinary General Meeting to be held on May 20, 2017:

To the Members of Bombay Rayon Fashions Limited:

Notice is hereby given in respect of the business proposed at the Extra-ordinary General Meeting of Bombay Rayon Fashions Limited ("the Company") scheduled to be held on Saturday, May 20 2017, at 11:00 a.m. at Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai – 400 049. The Board of Directors of the Company in its meeting held on 25th April, 2017 had considered the matter for increase in the Authorised Share Capital of Company including consequent amendments in the Memorandum and Articles of Association of the Company and notice of ensuing Extra Ordinary General Meeting scheduled to be held on 20th May, 2017. The matter pertaining to increase in the Authorized Share Capital of the Company and consequent amendment to the Memorandum of Association of the Company was provided as Item no. 2 of the special business to be transacted at the Extra Ordinary General Meeting scheduled to be held on 20th May, 2017 in the final notice emailed/dispatched to the shareholders of the Company. However, the consequent alteration in Articles of Association of the Company on account of the increase in the Authorized Share Capital was inadvertently left out in the final notice emailed/dispatched to the shareholders of the Company. Hence, the said item is now hereby intimated to the shareholders of the Company by way of corrigendum to the existing notice dated April 25, 2017, which were dispatched on 26th April, 2017.

Accordingly, the following item with respect to alteration in the articles of association on increase in authorized capital of the company is proposed to be added as Item No. 2A after Item No. 2 in addition to the resolutions proposed in the Notice of Extra-ordinary General Meeting dated April 25, 2017 for your consideration and approval.

Necessary actions will simultaneously be taken to add the said additional resolution for the e-voting system of the Central Depository Services (India) Limited e-voting portal www.evotingindia.com.

Special Business:

2A. 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 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded for substituting the article no. 4 of the Articles of Association of the Company as stated below:

"The Authorised Share Capital of the Company is Rs.3,650,000,000 (Rupees Three Hundred Sixty Five Crores only) divided into 365,000,000 (Thirty Six Crores Fifty Lacs) Equity Shares of Rs. 10/-(Rupees Ten only) each with the rights, privileges and conditions attaching thereto as provided by the Articles of Association of the company for the time being. The Company has power from time to time increase or reduce its capital and to divide the shares in the Capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf."

RESOLVED FURTHER THAT all the Directors or Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, things and take all such steps as may be necessary, proper expedient or incidental for the purpose of giving effect to this aforesaid resolution”.

An Explanation for increase in authorised share capital is already given under item no. 2 of Explanatory Statement pursuant to section 102 of the Companies Act, 2013 of the notice dispatched to the shareholders on 26th April, 2017 hence the same is not repeated in the present corrigendum.

A draft copy of the altered Articles of Association of the Company is available for inspection by the shareholders/members of the Company at the registered office of the Company on all working days (during business hours) upto the date of the Meeting.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

This corrigendum shall also be circulated to all the members of the Company through electronic / physical mode through which the notice of the said Extra-ordinary General Meeting has been sent and is also available on the website of the Company.

For and on behalf of the board

Sd/-

**Prachi Deshpande
Company Secretary**

Place: Mumbai

Dated: May 4, 2017

Registered office:

D 1st Floor, Oberoi Garden Estates,

Chandivali Farms Road,

Chandivali, Andheri (East), Mumbai- 400 072

CIN: L17120MH1992PLC066880

Tel No.: 022- 61068800 Fax No.: 022- 61068830

Email Id: investors@bombayrayon.com

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]
Extra Ordinary 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 | Email-ID | Signature : | or falling him/her |
| Address | | | |
| Name | Email-ID | Signature : | or falling him/her |
| Address | | | |
| Name | Email-ID | Signature : | or falling him/her |
| Address | | | |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of Bombay Rayon Fashions Limited, to be held on Saturday, May 20, 2017, at 11:00 a.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 | | |
|----------------|--|------|---------|---------|
| | | For | Against | Abstain |
| 1. | Alteration in the articles of association on account of the increase in the Authorized Share Capital | | | |

Signed this _____ day of _____ 2017

1) Signature of Proxy Holder : _____

2) Signature of Proxy Holder : _____

Signature of Member(s) : _____

Note:

1. 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.
2. 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.
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.

