



NSE/BSE/30/2016-17

24th September, 2016

To,

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra-Kurla Complex, Bandra (E)
Mumbai-400 051
Scrip Code-BRFL

Corporate Relationship Department,
The BSE Limited
P.J. Towers, 1st Floor,
Dalal Street,
Mumbai-400 001
Scrip Code-532678

Sub: Declaration of results of the voting on resolutions set out in the notice of 23rd Annual General Meeting held on 23rd September, 2016.

Dear Sir/Madam,

With reference to captioned subject, please find attached herewith the Voting results in the format specified under Regulation 44(3) of the Listing Regulations.

As per the requirements of Companies Act, 2013 and the Listing Regulations, the Company had provided the facility of remote e-voting and voting through physical ballot to its Shareholders for voting on the business to be transacted at the 23rd Annual General Meeting of the Company held on 23rd September, 2016. The Company had appointed Mr. Himanshu S. Kamdar, Practising Company Secretary, Partner, Rathi & Associates, Mumbai as the Scrutinizer for remote e-voting and for conducting the voting process at the Annual General Meeting. As per the Scrutinizer's report, all resolutions as set out in the Notice convening 23rd Annual General Meeting have been duly approved by the Shareholders with requisite majority (Copy of Scrutinizer's Report and Declaration of result by the Chairman of the Annual General Meeting is enclosed for ready reference).

Kindly take the above on your record & oblige.

Thanking You,
Yours faithfully,
For Bombay Rayon Fashions Limited



Aman Agrawal
Chairman
Encl: As above

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

Bombay Rayon Fashions Limited

Resolution Required : (Ordinary)			1 - Adoption of Audited Financial Statement together with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2016					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	123887180	123887180	100.0000	123887180	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		123887180	100.0000	123887180	0	100.0000	0.0000
Public Institutions	E-Voting	50224015	13306	0.0265	13306	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13306	0.0265	13306	0	100.0000	0.0000
Public Non Institutions	E-Voting	8891077	3484729	39.1936	3484529	200	99.9943	0.0057
	Poll		962	0.0108	962	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3485691	39.2044	3485491	200	99.9943	0.0057
Total		183002272	127386177	69.6091	127385977	200	99.9998	0.0002



Bombay Rayon Fashions Limited

Resolution Required : (Ordinary)			2 - Approval for appointment of 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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes -Against	% of Votes In favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	123887180	123887180	100.0000	123887180	0	100.0000	0.0000
	Pol		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		123887180	100.0000	123887180	0	100.0000	0.0000
Public Institutions	E-Voting	50224015	13306	0.0265	0	13306	0.0000	100.0000
	Pol		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13306	0.0265	0	13306	0.0000	100.0000
Public Non Institutions	E-Voting	8891077	3484729	39.1936	3484529	200	99.9943	0.0057
	Pol		962	0.0108	962	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3485691	39.2044	3485491	200	99.9943	0.0057
Total		183002272	127386177	69.6091	127372671	13506	99.9894	0.0106



Bombay Rayon Fashions Limited

Resolution Required : (Ordinary)		3 - Approval for appointment of 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.						
Whether promoter/ promoter group are interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	123887180	123887180	100.0000	123887180	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		123887180	100.0000	123887180	0	100.0000	0.0000
Public Institutions	E-Voting	50224015	13306	0.0265	13306	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13306	0.0265	13306	0	100.0000	0.0000
Public Non Institutions	E-Voting	8891077	3484729	39.1936	3484529	200	99.9943	0.0057
	Poll		962	0.0108	962	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3485691	39.2044	3485491	200	99.9943	0.0057
Total		183002272	127386177	69.6091	127385977	200	99.9998	0.0002



Bombay Rayon Fashions Limited

Resolution Required : (Ordinary)			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					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	123887180	123887180	100.0000	123887180	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		123887180	100.0000	123887180	0	100.0000	0.0000
Public Institutions	E-Voting	50224015	13306	0.0265	13306	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13306	0.0265	13306	0	100.0000	0.0000
Public Non Institutions	E-Voting	8891077	3484729	39.1936	3484529	200	99.9943	0.0057
	Poll		962	0.0108	962	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3485691	39.2044	3485491	200	99.9943	0.0057
Total		183002272	127386177	69.6091	127385977	200	99.9998	0.0002



Bombay Rayon Fashions Limited

Resolution Required : (Special)		5 - Approval for Adaption of new set of Articles of Association of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	123887180	123887180	100.0000	123887180	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		123887180	100.0000	123887180	0	100.0000	0.0000
Public Institutions	E-Voting	50224015	13306	0.0265	13306	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13306	0.0265	13306	0	100.0000	0.0000
Public Non Institutions	E-Voting	8891077	3484729	39.1936	3484529	200	99.9943	0.0057
	Poll		962	0.0108	962	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3485691	39.2044	3485491	200	99.9943	0.0057
Total		183002272	127386177	69.6091	127385977	200	99.9998	0.0002



Bombay Rayon Fashions Limited

Resolution Required : (Special)			6 - Approval for Commission Mr. Janrdhan Agrawal as Non-Executive Chairman for five year.					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$
Promoter and Promoter Group	E-Voting	123887180	123887180	100.0000	123887180	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		123887180	100.0000	123887180	0	100.0000	0.0000
Public Institutions	E-Voting	50224015	13306	0.0265	13306	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13306	0.0265	13306	0	100.0000	0.0000
Public Non Institutions	E-Voting	8891077	3484729	39.1936	3484529	200	99.9943	0.0057
	Poll		962	0.0108	962	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3485691	39.2044	3485491	200	99.9943	0.0057
Total		183002272	127386177	69.6091	127385977	200	99.9998	0.0002



Bombay Rayon Fashions Limited

Resolution Required : (Special)		7 - Re-appointment of Mr. Aman Agrawal as Whole-time director of the Company.						
Whether promoter/ promoter group are Interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	123887180	123887180	100.0000	123887180	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		123887180	100.0000	123887180	0	100.0000	0.0000
Public Institutions	E-Voting	50224015	13306	0.0265	13306	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13306	0.0265	13306	0	100.0000	0.0000
Public Non Institutions	E-Voting	8891077	3484729	39.1936	3484529	200	99.9943	0.0057
	Poll		962	0.0108	962	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3485691	39.2044	3485491	200	99.9943	0.0057
Total		183002272	127386177	69.6091	127385977	200	99.9998	0.0002



Bombay Rayon Fashions Limited

Resolution Required : (Special)		B - Re-appointment of Mr. Prashant Agrawal as Managing Director of the Company.						
Whether promoter/ promoter group are Interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	123887180	123887180	100.0000	123887180	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		123887180	100.0000	123887180	0	100.0000	0.0000
Public Institutions	E-Voting	50224015	13306	0.0265	13306	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13306	0.0265	13306	0	100.0000	0.0000
Public Non Institutions	E-Voting	8891077	3484729	39.1936	3484529	200	99.9943	0.0057
	Poll		962	0.0108	962	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3485691	39.2044	3485491	200	99.9943	0.0057
Total		183002272	127386177	69.6091	127385977	200	99.9998	0.0002



Bombay Rayon Fashions Limited

Resolution Required : (Special)			9 - Re-appointment of Mr. A.R. Mundra as Whole-time Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	123887180	123887180	100.0000	123887180	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		123887180	100.0000	123887180	0	100.0000	0.0000
Public Institutions	E-Voting	50224015	13306	0.0265	13306	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13306	0.0265	13306	0	100.0000	0.0000
Public Non institutions	E-Voting	8891077	3484729	39.1936	3484529	200	99.9943	0.0057
	Poll		962	0.0108	962	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3485691	39.2044	3485491	200	99.9943	0.0057
Total		183002272	127386177	69.6091	127385977	200	99.9998	0.0002



Bombay Rayon Fashions Limited

Resolution Required : (Special)		10 - Re-appointment of Ms. Prachi Deshpande, as Director Whole-time Director of the Company.						
Whether promoter/ promoter group are Interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$
Promoter and Promoter Group	E-Voting	123887180	123887180	100.0000	123887180	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		123887180	100.0000	123887180	0	100.0000	0.0000
Public Institutions	E-Voting	50224015	13306	0.0265	13306	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13306	0.0265	13306	0	100.0000	0.0000
Public Non Institutions	E-Voting	8891077	3484629	39.1925	3484529	100	99.9971	0.0029
	Poll		962	0.0108	962	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3485591	39.2033	3485491	100	99.9971	0.0029
Total		183002272	127386077	69.6090	127385977	100	99.9999	0.0001



Bombay Rayon Fashions Limited

Resolution Required : (Ordinary)		11 - Ratification of appointment and remuneration payable to M/s K.S. Kamalakara & Co., Cost Auditors.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	123887180	123887180	100.0000	123887180	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		123887180	100.0000	123887180	0	100.0000	0.0000
Public institutions	E-Voting	50224015	13306	0.0265	13306	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13306	0.0265	13306	0	100.0000	0.0000
Public Non Institutions	E-Voting	8891077	3484729	39.1936	3484529	200	99.9943	0.0057
	Poll		962	0.0108	962	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3485691	39.2044	3485491	200	99.9943	0.0057
Total		183002272	127386177	69.6091	127385977	200	99.9998	0.0002



Bombay Rayon Fashions Limited

Resolution Required : (Ordinary)			12 - Approval of charges for service of documents on the members					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes –Against	% of Votes In favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$(3)=[(2)/(1)]*100$	[4]	[5]	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	123887180	123887180	100.0000	123887180	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		123887180	100.0000	123887180	0	100.0000	0.0000
Public Institutions	E-Voting	50224015	13306	0.0265	13306	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13306	0.0265	13306	0	100.0000	0.0000
Public Non Institutions	E-Voting	8891077	3484729	39.1936	3484529	200	99.9943	0.0057
	Poll		962	0.0108	962	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3485691	39.2044	3485491	200	99.9943	0.0057
Total		183002272	127386177	69.6091	127385977	200	99.9998	0.0002



Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bopal Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi@gmail.com

23rd September, 2016

To,
The Chairman,
BOMBAY RAYON FASHIONS LIMITED
D-1st Floor, Oberoi Garden Estates,
Chandivali Farms Road,
Chandivali, Andheri (East),
Mumbai – 400 072

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at 23rd Annual General Meeting of the members of Bombay Rayon Fashions Limited

Bombay Rayon Fashions Limited ("the Company") at their Board meeting held on 20th May, 2016 has appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots on the resolutions contained in the Notice dated 5th August, 2016 of the 23rd Annual General Meeting of the Company held on 23rd September, 2016, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with rules made thereunder and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical ballot voting on the resolutions as contained in the aforesaid Notice of the 23rd Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and Physical voting through ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CSDL), the agency engaged by the Company to provide e-voting facilities and physical voting through ballots as provided by Link Intime (India) Private Limited.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the 23rd Annual General Meeting was sent to the Members by permitted means, for seeking approval of members on following resolutions:



1. **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of the Audited Financial statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon;
2. **Resolution No. 2** as an Ordinary Resolution for appointment of Mr. Aman Agrawal (DIN:00019534), who retired by rotation at 23rd Annual General Meeting and being eligible, had offered himself for re-appointment;
3. **Resolution No. 3** as an Ordinary Resolution for appointment of Mr. Prashant Agrawal (DIN:00019464), who retired by rotation at 23rd Annual General Meeting and being eligible, had offered himself for re-appointment;
4. **Resolution No. 4** as an Ordinary Resolution for appointment of M/s V. K. Beswal & Associates, Chartered Accountants [Firm Registration No. 101083W] Statutory Auditors of the Company, from conclusion of 23rd Annual General Meeting until the Conclusion of 24th Annual General Meeting of the Company and to authorise Board of Directors to fix their remuneration pursuant to Sections 139 of the Companies Act, 2013;
5. **Resolution No. 5** as a Special Resolution for adoption of new set of Articles of Association pursuant to provisions of Section 14 of Companies Act, 2013;
6. **Resolution No. 6** as a Special Resolution for payment of remuneration in the form of Commission of a sum not exceeding 1% of the net profit to Mr. Janardhan Agrawal, Non-Executive Chairman for the period of five years from FY 2016-17;
7. **Resolution No. 7** as a Special Resolution for re-appointment of Mr. Aman Agrawal as Whole-time Director designated as Vice- Chairman of the Company pursuant to provisions of Section 196, 197 and 198 of the Companies Act, 2013 and Rules made thereunder;
8. **Resolution No. 8** as a Special Resolution for re-appointment of Mr. Prashant Agrawal as Managing Director of the Company pursuant to provisions of Section 196,197,198 and 203 of the Companies Act, 2013 and Rules made thereunder;
9. **Resolution No. 9** as a Special Resolution for re-appointment of Mr. A. R. Mundra as Whole-time Director designated as Executive Director – Finance of the Company pursuant to provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 and Rules made thereunder;
10. **Resolution No. 10** as a Special Resolution for re-appointment of Ms. Prachi Deshpande as Whole-time Director designated as Director - Secretarial & Corporate Affairs of the Company pursuant to provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 read with Rules made thereunder;



11. **Resolution No. 11** as an Ordinary Resolution for ratification of remuneration payable to M/s. K. S. Kamalakara & Co.; Cost Accountants (Firm Registration No. 000296) for conducting the audit of the cost records of the Company for the financial year 2016-17 pursuant to the provisions of Section 148 of the Companies Act, 2013;

12. **Resolution No. 12** as an Ordinary Resolution for mode of service to serve documents to members pursuant to the provisions of Section 20 of the Companies Act, 2013.

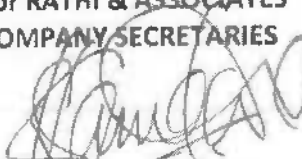
Remote e-voting facilities were made available to Shareholders of the Company to exercise their voting rights from 9:00 a.m. of Tuesday, 20th September, 2016 upto 5:00 p.m. of Thursday, 22nd September, 2016. Accordingly, e-votes casted upto 5:00 p.m. of Thursday, 22nd September, 2016 have been considered for my scrutiny.

After the conclusion of the 23rd Annual General Meeting, first the voting conducted through physical ballots at the meeting was unlocked in the presence of two witnesses not in employment of the Company, namely Mr. Manoj Dhamal and Mr. Nehil Dugar and thereafter through remote e-voting was unlocked in the presence of two witnesses not in employment of the Company, namely Mr. Subhash Jadhav and Mr. Subhash Awachite. A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 23rd Annual General Meeting with their pattern of voting is as per Annexure enclosed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 23rd Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Meeting.

Thanking you,

Yours sincerely,
For RATHI & ASSOCIATES
COMPANY SECRETARIES


HIMANSHU S. RAMDAR
PARTNER
FCS NO: 5171
COP NO: 3030



ANNEXURE

The summary of the votes cast through e-Voting and physical ballots received for each of the resolutions is given below:

For Resolution No. 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	962
b.	Remote e-Voting Confirmations received	62	12,87,04,127
	Total	69	12,87,05,089
c.	Less: Invalid Ballot / Remote e-Voting confirmations	6	13,18,912
d.	Net Valid Physical Ballot Forms / Remote e-Voting	63	12,73,86,177
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	61	12,73,85,977
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	200
% of Dissent			0

* Rounded off to the nearest number

For Resolution No.2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	962
b.	Remote e-Voting Confirmations received	62	12,87,04,127
	Total	69	12,87,05,089
c.	Less: Invalid Ballot / Remote e-Voting confirmations	6	13,18,912
d.	Net Valid Physical Ballot Forms / Remote e-Voting	63	12,73,86,177
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	60	12,73,72,671
% of Assent			99.99%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	3	13,506
% of Dissent			0.01%



For Resolution No. 3:

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	962
b.	Remote e-Voting Confirmations received	62	12,87,04,127
	Total	69	12,87,05,089
c.	Less: Invalid Ballot / Remote e-Voting confirmations	6	13,18,912
d.	Net Valid Physical Ballot Forms / Remote e-Voting	63	12,73,86,177
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	61	12,73,85,977
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	200
% of Dissent			0

* Rounded off to the nearest number

For Resolution No. 4:

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	962
b.	Remote e-Voting Confirmations received	62	12,87,04,127
	Total	69	12,87,05,089
c.	Less: Invalid Ballot / Remote e-Voting confirmations	6	13,18,912
d.	Net Valid Physical Ballot Forms / Remote e-Voting	63	12,73,86,177
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	61	12,73,85,977
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	200
% of Dissent			0

* Rounded off to the nearest number



For Resolution No. 5:

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	962
b.	Remote e-Voting Confirmations received	62	12,87,04,127
	Total	69	12,87,05,089
c.	Less: Invalid Ballot / Remote e-Voting confirmations	6	13,18,912
d.	Net Valid Physical Ballot Forms / Remote e-Voting	63	12,73,86,177
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	61	12,73,85,977
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	200
% of Dissent			0

* Rounded off to the nearest number

For Resolution No. 6:

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	962
b.	Remote e-Voting Confirmations received	62	12,87,04,127
	Total	69	12,87,05,089
c.	Less: Invalid Ballot / Remote e-Voting confirmations	6	13,18,912
d.	Net Valid Physical Ballot Forms / Remote e-Voting	63	12,73,86,177
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	61	12,73,85,977
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	200
% of Dissent			0

* Rounded off to the nearest number



For Resolution No. 7:

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	962
b.	Remote e-Voting Confirmations received	62	12,87,04,127
	Total	69	12,87,05,089
c.	Less: Invalid Ballot / Remote e-Voting confirmations	6	13,18,912
d.	Net Valid Physical Ballot Forms / Remote e-Voting	63	12,73,86,177
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	61	12,73,85,977
	% of Assent		*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	200
	% of Dissent		0

* Rounded off to the nearest number

For Resolution No. 8:

Sr. No.	Particulars	Resolution 8	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	962
b.	Remote e-Voting Confirmations received	62	12,87,04,127
	Total	69	12,87,05,089
c.	Less: Invalid Ballot / Remote e-Voting confirmations	6	13,18,912
d.	Net Valid Physical Ballot Forms / Remote e-Voting	63	12,73,86,177
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	61	12,73,85,977
	% of Assent		*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	200
	% of Dissent		0

* Rounded off to the nearest number



For Resolution No. 9:

Sr. No.	Particulars	Resolution 9	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	962
b.	Remote e-Voting Confirmations received	62	12,87,04,127
	Total	69	12,87,05,089
c.	Less: Invalid Ballot / Remote e-Voting confirmations	6	13,18,912
d.	Net Valid Physical Ballot Forms / Remote e-Voting	63	12,73,86,177
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	61	12,73,85,977
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	200
% of Dissent			0

* Rounded off to the nearest number

For Resolution No. 10:

Sr. No.	Particulars	Resolution 10	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	962
b.	Remote e-Voting Confirmations received	61	12,87,04,027
	Total	68	12,87,04,989
c.	Less: Invalid Ballot / Remote e-Voting confirmations	6	13,18,912
d.	Net Valid Physical Ballot Forms / Remote e-Voting	62	12,73,86,077
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	61	12,73,85,977
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	100
% of Dissent			0

* Rounded off to the nearest number



For Resolution No. 11:

Sr. No.	Particulars	Resolution 11	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	962
b.	Remote e-Voting Confirmations received	62	12,87,04,127
	Total	69	12,87,05,089
c.	Less: Invalid Ballot / Remote e-Voting confirmations	6	13,18,912
d.	Net Valid Physical Ballot Forms / Remote e-Voting	63	12,73,86,177
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	61	12,73,85,977
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	200
% of Dissent			0

* Rounded off to the nearest number

For Resolution No. 12:

Sr. No.	Particulars	Resolution 12	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	962
b.	Remote e-Voting Confirmations received	62	12,87,04,127
	Total	69	12,87,05,089
c.	Less: Invalid Ballot / Remote e-Voting confirmations	6	13,18,912
d.	Net Valid Physical Ballot Forms / Remote e-Voting	63	12,73,86,177
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	61	12,73,85,977
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	200
% of Dissent			0

* Rounded off to the nearest number





BOMBAY RAYON FASHIONS LIMITED

23RD ANNUAL GENERAL MEETING HELD ON SEPTEMBER, 23, 2016

Declaration of Results of the voting on resolutions set out in notice of 23rd Annual General Meeting held on September 23, 2016

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 23rd Annual General Meeting (AGM) of the Company was convened on September 23, 2016 at 1st Floor, Sheila Raheja Hall, Rotary Services Centre, Rotary Chowk Juhu Tara Road, Santacruz (West), Mumbai- 400 049 at 11:30 a.m. to seek the approval of members of the Company on the resolutions set out in the notice dated August 5, 2016.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rules 20 of Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility to the members to vote electronically by remote e-voting and also by physical ballot on aforesaid resolutions and had appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the voting process in a fair and transparent manner.

The Scrutinizer has submitted his report on the remote e-voting and the physical ballot, a copy of which is attached hereto. The summary of the voting results is as under:

Sr. No.	Particulars	% of shares voted in favour of the resolution	% of shares voted against the resolution
1.	Consideration and Adoption of the Audited Financial statements of the Company for the financial year ended 31 st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon	100%	0%
2.	Appointment of Mr. Aman Agarwal (DIN:00019534), who retired by rotation at 23 rd Annual General Meeting and being eligible, had offered himself for re-appointment;	99.99%	0.01%
3.	Appointment of Mr. Prashant Agarwal (DIN:00019464), who retired by rotation at 23 rd	100%	0%

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	Annual General Meeting and being eligible, had offered himself for re-appointment		
4.	Appointment of M/s V. K. Beswal & Associates, Chartered Accountants [Firm Registration No. 101083W] Statutory Auditors of the Company, from conclusion of 23 rd Annual General Meeting until the Conclusion of 24 th Annual General Meeting of the Company and to authorise Board of Directors to fix their remuneration pursuant to Sections 139 of the Companies Act, 2013	100%	0%
5.	Adoption of new set of Articles of Association pursuant to provisions of Section 14 of Companies Act, 2013	100%	0%
6.	Payment of remuneration in the form of Commission of a sum not exceeding 1% of the net profit to Mr. Janardhan Agarwal, Non- Executive Chairman for the period of five years from FY 2016-17	100%	0%
7.	Re-appointment of Mr. Aman Agarwal as Whole-time Director designated as Vice- Chairman of the Company pursuant to provisions of Section 196, 197 and 198 of the Companies Act, 2013 and Rules made thereunder	100%	0%
8.	Re-appointment of Mr. Prashant Agarwal as Managing Director of the Company pursuant to provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 and Rules made thereunder	100%	0%

9.	Re-appointment of Mr. A. R. Mundra as Whole-time Director designated as Executive Director – Finance of the Company pursuant to provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 and Rules made thereunder	100%	0%
10.	Re-appointment of Ms. Prachi Deshpande as Whole-time Director designated as Director - Secretarial & Corporate Affairs of the Company pursuant to provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 read with Rules made thereunder	100%	0%
11.	Ratification of remuneration payable to M/s. K. S. Kamalakara & Co., Cost Accountants (Firm Registration No. 000296) for conducting the audit of the cost records of the Company for the financial year 2016-17 pursuant to the provisions of Section 148 of the Companies Act, 2013	100%	0%
12.	Approval of the mode of service to serve documents to members pursuant to the provisions of Section 20 of the Companies Act, 2013	100%	0%

Accordingly I, Aman Agarwal, Chairman, declare that all the 12 (Twelve) resolutions, as set out in the Notice of the 23rd Annual General Meeting (AGM) of the Company, have been approved with requisite majority by the Members of the Company.

Kindly take the above on record

For **BOMBAY RAYON FASHIONS LIMITED**



Aman Agarwal

Chairman

End: As above