



## Bombay Rayon Fashions Limited

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### NOTICE OF EXTRA ORDINARY GENERAL MEETING

**NOTICE** is hereby given that an Extra-ordinary General Meeting of the Shareholders of **Bombay Rayon Fashions Limited** will be held at a shorter notice on **Monday, 30<sup>th</sup> September, 2013** at 9.00 a.m. at Hotel Orchid, Nehru Road, Vile Parle (East), adjacent to Domestic Airport, Mumbai – 400 099, to transact the following business:

1. 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) 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 Rs. 55,000,000,000/- (Rupees Five Thousand Five Hundred 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 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."

2. 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) 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) 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 Rs. 55,000,000,000/- (Rupees Five Thousand Five Hundred Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company 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."

**By Order of the Board of Directors**

**Place:** Mumbai  
**Dated:** 27<sup>th</sup> September, 2013

**Prashant Agrawal**  
**Managing Director**

**Registered Office:**

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

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH 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 hours (Forty-eight hours) before the time fixed for holding the meeting.
3. Corporate Members intending to send their Authorised Representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing such representative to attend and vote at the Meeting. Instrument of proxies submitted on behalf of other Bodies Corporate must be supported by appropriate resolution/authority, as applicable.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
5. Members are requested to bring the attendance slip at the Extra-ordinary General Meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip.
6. As per the provisions of the Companies Act, 1956 facility for making nomination is available for shareholders, in respect of the shares held by them. Nomination Forms can be obtained from the Registrars/ Secretarial Department of the Company.
7. Since the Extra – Ordinary General Meeting has been called at a shorter notice, the notice in this regard is being dispatched via electronic mode in accordance with provisions of section 610B (1) (b) of the Companies Act, 1956 as amended vide Companies (Amendment) Act, 2006 read with Companies (Electronic Filing and Authentication of Documents) Rules, 2006 to the shareholders who have furnished their respective email address to the Registrar and Transfer Agents of the Company.
8. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business Item 1 & 2 is annexed hereto.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013  
WITH RESPECT TO ITEM NO. 1 & 2 OF THE NOTICE CONVENING THE EXTRA-ORDINARY  
GENERAL MEETING**

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**Item No. 1 & 2:**

In recent past, the Company is facing liquidity pressure due to large scale expansions, advances to subsidiaries, etc. Hence, with a view to manage the impact of the said matters, the Board of Directors at their meeting held on 19th July, 2013 considered and approved the proposal of Corporate Debt Restructuring (CDR) subsequent to which the Company has made an application to Corporate Debt Restructuring Empowered Group (CDR-EG) which inter-alia includes restructuring of repayment schedule, reduction/adjustment in interest rates, availing of additional facilities etc. amongst others.

Pursuant to the Scheme of Corporate Debt Restructuring, the total borrowing from Financial Institutions/Banks and other agencies/parties may increase beyond the limit of borrowings as sanctioned by the members of the Company pursuant to erstwhile Section 293(1)(d) of the Companies Act, 1956, . With a view to accommodate the present increase in the borrowing of 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 Rs. 55,000,000,000/- (Rupees Five Thousand Five Hundred 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 Rs. 55,000,000,000/- (Rupees Five Thousand Five Hundred Crores Only).

In view of the requirements of the provisions of the Companies Act, 2013, the resolutions vide Item No. 1 & 2 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.

**By Order of the Board of Directors**

**Place:** Mumbai

**Dated:** 27<sup>th</sup> September, 2013

**Registered Office:**

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

**Prashant Agrawal  
Managing Director**

**PROXY FORM**

**Registered Office:** D-1<sup>st</sup> Floor, Oberoi Garden Estates, Chandivali Farms Road, Chandivali,  
Andheri (East), Mumbai 400 072

I / We \_\_\_\_\_  
of \_\_\_\_\_  
being a Shareholder/Shareholders of **BOMBAY RAYON FASHIONS LIMITED** hereby appoint  
\_\_\_\_\_ of  
\_\_\_\_\_ of failing him/her \_\_\_\_\_  
of \_\_\_\_\_  
as my/our Proxy to attend and vote for me/us and on my/our behalf at the Extra  
Ordinary General Meeting of the Company to be held at a shorter notice on Monday,  
September 30, 2013 at Hotel Orchid, Nehru Road, Adjacent Domestic Airport, Mumbai -  
400 099 and at any adjournment thereof.

Signed on this \_\_\_\_\_ day of \_\_\_\_\_ 2013  
Signature of Shareholder \_\_\_\_\_  
Note:

Affix Re. 1/-  
Revenue  
Stamp

The Proxy form duly completed and signed must be deposited at the Registered  
Office of the Company at D-1<sup>st</sup> Floor, Oberoi Garden Estates, Chandivali Farms Road,  
Chandivali, Andheri (East), Mumbai – 400 072 not less than 48 hours before the time for  
holding the Meeting.

Name \_\_\_\_\_ Address \_\_\_\_\_  
\_\_\_\_\_ Regd. Folio. No. \_\_\_\_\_ No. of Shares held \_\_\_\_\_  
Client I.D. No. \_\_\_\_\_ DP. ID. No. \_\_\_\_\_

**BOMBAY RAYON FASHIONS LIMITED**  
**ATTENDANCE SLIP**

**Registered Office:** : D-1<sup>st</sup> Floor, Oberoi Garden Estates, Chandivali Farms Road, Chandivali,  
Andheri (East), Mumbai 400 072

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the  
Company to be held at a shorter notice on Monday, September 30, 2013 at Hotel Orchid,  
Nehru Road, Adjacent Domestic Airport, Mumbai - 400 099.

Name \_\_\_\_\_ Address \_\_\_\_\_  
\_\_\_\_\_ Regd.Folio. No. \_\_\_\_\_ No. of Shares held \_\_\_\_\_  
Client ID. No. \_\_\_\_\_ DP. ID. No. \_\_\_\_\_

Name of Proxy/Representative, if any \_\_\_\_\_  
Signature of the Shareholder(s)/Proxy/Representative \_\_\_\_\_