

Notice

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Shareholders of BOMBAY RAYON FASHIONS LIMITED will be held on Friday , 28th September, 2018 at Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai – 400 049, at 11:30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited financial statements of the Company for the financial year ended 31st March 2018 comprising of Balance sheet as at 31st March 2018, Statement of Profit & Loss Accounts and Cash Flow for the financial year ended on that date along with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the audited consolidated financial statement of the Company and its subsidiaries for the financial year ended 31st March 2018 comprising of Balance sheet as at 31st March 2018, Statement of Profit & Loss Accounts and Cash Flow for the financial year ended on that date along with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Aman Agrawal,(DIN: 00019534) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Prashant Agrawal,(DIN: 00019464) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. 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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and appointment as made by the Board upon recommendation of the Audit Committee of the Company M/s. K. S. Kamalakara & Co., Cost Accountants, Bangalore (Firm Registration No. 000296), Cost Auditors, to conduct the audit of the cost records of the Company for the financial year 2018-19 at payment of remuneration of Rs. 2,00,000/- (Rupees Two 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**

Prachi Deshpande
Company Secretary

Place: Mumbai
Dated: 29th May, 2018

Registered Office Address:

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

CIN: L17120MH1992PLC066880

TEL No: +91 22 -61068800/7106 8800,

Fax No :+91 22 61068830,

Mail: investors@bombayrayon.com

Bombay Rayon Fashions Limited

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 Ten 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.
 - i) members holding shares in physical form are requested to immediately intimate any change in their residential address to Link intime india private limited. Register and Transfer agent of the company, so that change could be effected in the Register of Members before the book closure.
 - ii) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.
 - iii) The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode. Accordingly, the Company sends all communications including the Notice along with Annual Report in electronic Form to all Members whose email Id's are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested.
7. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 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.
8. The Register of the Members and the Share Transfer Books of the Company will remain closed from 22nd September, 2018, to 28th September, 2018 (both days inclusive).
9. The Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, for ordinary business and special business items, as required under SEBI (Listing Obligations and Disclosure Requirement Regulations, 2015 are annexed hereto.
10. Member's attending the meeting are requested to bring with them, their copy of Annual Report and attendance slip attached herewith.
11. The Annual Accounts of the Indian Subsidiary Companies shall be available at the Registered Office of the Company for inspection by any shareholder. The copies of the accounts of Indian 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 Explanatory Statements are open for inspection by the members at the Registered Office of the Company on 10.00 a.m. to 1.00 p.m. from 18th September, 2018 to 28th September, 2018 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. To ensure prompt receipt of communication, avoid loss in postal transit and reduce paper consumption besides entailing other benefits, the members are requested to provide their email IDs to the depositories who are holding their shares in demat form and the members who are holding their shares in physical form may send the duly filled form to our Registrar and Share Transfer Agent Link Intime India private limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 for sending the document in electronic form.
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 25th 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 remote e-voting period begins on 25th day, September, 2018 at 9.00 a.m. and ends on 27th day, September, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 22nd September, 2018 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:

Bombay Rayon Fashions Limited

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.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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.

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, 2018. 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 Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, 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 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Tel No: +91 22 49186000 Fax: +91 22 49186060, E-mail: rnt.helpdesk@linkintime.co.in so as to reach him on or before Tuesday, 25th September, 2018, 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.

Bombay Rayon Fashions Limited

23. The road map of the location for the venue of annual general meeting is attached herewith.

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

**Prachi Deshpande
Company Secretary**

Place: Mumbai
Dated: 29th May, 2018

Registered Office Address:

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

CIN: L17120MH1992PLC066880

TEL No: +91 22 6106 8800/7106 8800

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Mail: investors@bombayrayon.com

Website: www.bombayrayon.com

ANNEXURE TO THE NOTICE

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

Item No. 4:

The Board of Directors of the Company, has appointed K. S. Kamalakara & Co., Cost Accountants, Bangalore as the Cost Auditor of the company upon recommendation of Audit committee in the meeting held on 29th May, 2018. , Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules the remuneration of the cost auditor which is recommended by the Audit Committee and approved by the Board of Directors should be ratified by the members.

Considering the above approval of member is being sought for payment of remuneration of Rs. 2,00,000/- per annum and reimbursement of out of pocket expenses and taxes as may be applicable to M/s. K. S. Kamalakara & Co., Cost Accountants, Bangalore (Firm Registration No. 000296) for the Financial Year 2018-19, which has been previously considered and approved by the Board of Directors, on the recommendation of the Audit Committee.

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.

Information to be provided to shareholders pursuant to Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 in case of the directors seeking appointment/Re-appointment/Continuation of appointment in the forthcoming Annual General Meeting.

Name of the Director	Mr. Aman Agrawal	Mr. Prashant Agrawal
Age	46 years	44 years
Date of first appointment on the Board	31 st January, 2003	1st June, 2010
Education Qualification	Bachelor's Degree in Commerce and a Master's Degree in Business Administration from a reputed school in Australia.	Bachelor's Degree in Technology (Chemical) and a Master's Degree in Chemical Engineering and Petroleum refining from a reputed University in USA

Bombay Rayon Fashions Limited

Background details, Recognition or Awards and Experience & Expertise	<p>Mr Aman Agrawal has over 26 (twenty-six) years of experience in the textile industry and has strategically directed the business to newer heights. He has always encouraged innovation, like newer approach to projects, implementation of new technologies and IT system integrations. His challenging and competitive approach has led to establishment of top class manufacturing facilities in weaving, fabric processing, garmenting and value addition and today with the versatility of producing multi fiber textile products regardless of value and volume constraints. His inspiring leadership has brought competitive costs and consistent quality of Company's products. The Company's group reputation of being capable of delivering of any sort of complicated yarn dyed fabric is mainly due to his efforts of building in-house expertise of transforming complex designs from drawing board to shop floor. Mr. Aman has played an instrumental role in the growth of the company till date.</p>	<p>Mr. Prashant Agrawal has over 24 (Twenty-four) years of experience in the textile industry and has been phenomenal in the emergence of the Company as a global brand. Under his leadership, the Company's fabric exports have grown manifold with complete overseas marketing from initiation to delivery. He has strategically led the Company's manufacturing capabilities to a globally renowned label in the international fashion markets. His futurist vision has transformed the Company from a fabrics Company to a fully integrated apparel Company, known for their reliable fabric supply to top labels globally. He was the initiator for consolidation of the operations of the Company by way of acquisition /mergers of various units. He is directing the streams of marketing, finance and corporate controls at the top for the growth.</p>
Shareholding In the Company	<p>33,38,404 shares</p>	<p>45,85,082 shares</p>
Terms and Condition of Appointment/Re-appointment	<p>Retires by Rotation and eligible for re-appointment</p>	<p>Retires by Rotation and eligible for re-appointment</p>
Other brief terms also required to be stated	<p>None</p>	<p>None</p>
Details of Remuneration sought to be paid	<p>Not exceeding Rs.4,80,00,000/- p.a.</p>	<p>Not exceeding Rs.4,80,00,000/- p.a.</p>
Remuneration last drawn	<p>Rs. 2,400,006/ - p.a. for financial year 2017-18</p>	<p>Rs. 2,400,006/ - p.a. for financial year 2017-18</p>
Number of meetings of Board attended during the year	<p>2 of 6</p>	<p>6 of 6</p>

Relationship with other Director, Manager and other Key Managerial Personnel of the Company	The appointee is Brother of Mr. Prashant Agrawal, Managing Director of the Company. He has no other pecuniary relationship with the Company apart from the receipt of remuneration and perquisites entitled as a Whole time Director of the Company.	The appointee is Brother of Mr. Aman Agrawal, Chairman of the Company. He has no other pecuniary relationship with the Company Managing Director apart from the receipt of remuneration and perquisites entitled as a Managing Director of the Company
Other membership/ Chairmanship of Committees of Boards	Stakeholder Relationship Committee- Chairman (i) STI India Limited	Stakeholder Relationship Committee- Member (i) Bombay Rayon Fashions Limited
Directorship in other Indian Public Limited Companies as on 31st March 2018	1. Bombay Rayon Holdings Limited 2. STI India Limited	1. Bombay Rayon Holdings Limited 2. STI India Limited

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

**Prachi Deshpande
Company Secretary**

Place: Mumbai
Date: 29th May, 2018

Registered Office Address:

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

CIN: L17120MH1992PLC066880

TEL No: +91 22 6106 8800/7106 8800

Fax No : +91 22 6106 8830

Mail: investors@bombayrayon.com

Website: www.bombayrayon.com

Bombay Rayon Fashions Limited

MAP OF AGM



Address:

Sheila Raheja Hall, Rotary Service Centre,
Rotary Chowk, Juhu Tara Road,
Santacruz (West), Mumbai – 400 049.



BOMBAY RAYON FASHIONS LIMITED

Registered Office: **D 1st Floor, Oberoi Garden Estates, Chandivali Farms,**
Chandivali, Andheri (East), Mumbai - 400072. • Tel: 022-61068800/71068800 • Fax : 022-61068830
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]
25th 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 Fifth 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 on Friday, September 28th, 2018.

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]
25th 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 25th Annual General Meeting of Bombay Rayon Fashions Limited, to be held on Friday, September 28, 2018 at Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai – 400 049, at 11.30am, 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 (Standalone and Consolidated) together with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2018			
2.	Approval for appointment of a Director in place of Mr. Aman Agrawal 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. Prashant Agarwal, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment			
Special Business				
4.	Ratification of appointment and remuneration payable to M/s K.S. Kamalakara & Co., Cost Auditors, as the Cost Auditors of the company for the financial year 2018-19			

Signed this _____ day of _____ 2018

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.



Bombay Rayon Fashions Limited

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