

Rathi & Associates

COMPANY SECRETARIES

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29th September, 2014

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 voting process conducted at 21st Annual General Meeting of Equity Shareholders of Bombay Fashions Limited:

Bombay rayon Fashions Limited ("the Company"), has appointed the undersigned as the Scrutinizer to ensure that the process of e-voting and physical voting through ballot on the resolutions, as prescribed under Clause 35B of the Listing Agreement read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act"), placed for the approval of members as per the Notice dated 30th July, 2014 be carried out in the fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and ballot on the resolutions contained in the Notice to the 21st Annual General Meeting ("AGM") of the members of the Company. My responsibility as a scrutinizer for the voting process through electronic means and ballot at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the system of Central Depository Services (India) Limited and of voting through ballot as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide e-voting facilities.

Notice along with explanatory statement under Section 102 of the Act was sent to the Shareholders for seeking approval of members on following resolutions:

1. **Resolution No. 1** as an Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon;



2. **Resolution No. 2** as an Ordinary Resolution for appointment of Mr. Aman Agrawal (DIN - 00019534) as a director of the Company, who retires by rotation at the Twenty-first Annual General Meeting and being eligible, offered himself for re-appointment;
3. **Resolution No. 3** as an Ordinary Resolution for appointment of Mr. Prashant Agrawal, (DIN - 00019464) as a Director of the Company, who retires by rotation at the Twenty first Annual General Meeting and being eligible, 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], as the Statutory Auditors of the Company, to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration;
5. **Resolution No. 5** as a Special Resolution for Alteration of Articles of Association of the Company by adoption of new set of Articles of Association;
6. **Resolution No. 6** as an Ordinary Resolution for appointment of Mr. Naseer Ahmed (DIN: 00027095) as an Independent Director up to 31st March, 2019;
7. **Resolution No. 7** as an Ordinary Resolution for appointment of Mr. M. M. Agrawal, (DIN- 00681433) as an Independent Director up to 31st March, 2019;
8. **Resolution No. 8** as an Ordinary Resolution for appointment Mr. Suresh Vishwasrao, (DIN- 00837235) as an Independent Director up to 31st March, 2019;
9. **Resolution No. 9** as an Ordinary Resolution for appointment of Mr. A. Arumugham, (DIN- 00350163), as an Independent Director up to 31st March, 2019;

The Company provided the e-Voting facility offered by Central Depository Services (India) Limited (CDSL) to cast votes on aforesaid resolutions through e-Voting to the members of the Company.

E-voting facilities made available to shareholders of the Company to exercise their voting rights from 9.30 a.m. of Monday, September 22, 2014 till 5.30 p.m. of Tuesday, September 23, 2014 has been considered for my scrutiny.

The Company also distributed physical ballots to its members present at the 21st Annual General Meeting to enable them to cast their votes on the aforesaid resolutions.



We have further been given to understand that Securities and Exchange Board of India vide its Order dated 4th June, 2013 under the applicable Sections of the Securities and Exchange Board of India Act, 1992 read with Section 12A of the Securities Contracts (Regulation) Act, 1956 has ordered for freezing/restricting of Voting Rights of Promoter and Promoter Group entities of Bombay Rayon Fashions Limited exceeding three times the public shareholding, consequent upon which the undersigned, has considered and taken on record, in his report the voting rights of the Promoter and Promoter Group entities upto three times of the Public Shareholding as on 5th September, 2014.

A summary of the votes cast by shareholders through e-Voting and physical ballots at the 21st Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through e-Voting and physical ballots at the 21st Annual General Meeting in respect of the above mentioned Resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,
For RATHI & ASSOCIATES
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
FCS NO. 5171
COP NO. 3030



Annexure

The summary of the votes casted 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 / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	12	52872
b.	e-Voting Confirmations received	37	104058453
	Total	49	104111325
c.	Less: Invalid Ballots	-	-
d.	Net Valid Physical Ballot Forms / e-Voting	49	104111325
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	49	104111325
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	-	-
% of Dissent			-

For Resolution No. 2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	12	52872
b.	e-Voting Confirmations received	36	100781829
	Total	48	100834701
c.	Less: Invalid Ballots	-	-
d.	Net Valid Physical Ballot Forms / e-Voting	48	100834701
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	39	100777388
% of Assent			99.94%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	9	57313
% of Dissent			0.06%



For Resolution No. 3:

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	12	52872
b.	e-Voting Confirmations received	36	98106086
	Total	48	98158958
c.	Less: Invalid Ballots	-	-
d.	Net Valid Physical Ballot Forms / e-Voting	48	98158958
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	46	98158758
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	2	200
% of Dissent			0.00%

For Resolution No. 4:

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	12	52872
b.	e-Voting Confirmations received	37	104058453
	Total	49	104111325
c.	Less: Invalid Ballots	-	-
d.	Net Valid Physical Ballot Forms / e-Voting	49	104111325
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	49	104111325
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	-	-
% of Dissent			-



For Resolution No. 5:

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	12	52872
b.	e-Voting Confirmations received	37	104058453
	Total	49	104111325
c.	Less: Invalid Ballots		
d.	Net Valid Physical Ballot Forms / e-Voting	49	104111325
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	49	104111325
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	-	-
% of Dissent			-

For Resolution No. 6:

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	12	52872
b.	e-Voting Confirmations received	37	104058453
	Total	49	104111325
c.	Less: Invalid Ballots	-	-
d.	Net Valid Physical Ballot Forms / e-Voting	49	104111325
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	40	104054012
% of Assent			99.94%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	9	57313
% of Dissent			0.06%



For Resolution No. 7:

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	12	52872
b.	e-Voting Confirmations received	37	104058453
	Total	49	104111325
c.	Less: Invalid Ballots	-	-
d.	Net Valid Physical Ballot Forms / e-Voting	49	104111325
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	40	104054012
% of Assent			99.94%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	9	57313
% of Dissent			0.06%

For Resolution No. 8:

Sr. No.	Particulars	Resolution 8	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	12	52872
b.	e-Voting Confirmations received	37	104058453
	Total	49	104111325
c.	Less: Invalid Ballots	-	-
d.	Net Valid Physical Ballot Forms / e-Voting	49	104111325
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	47	104111125
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	2	200
% of Dissent			0.00%



For Resolution No. 9:

Sr. No.	Particulars	Resolution 9	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	12	52872
b.	e-Voting Confirmations received	37	104058453
	Total	49	104111325
c.	Less: Invalid Ballots	-	-
d.	Net Valid Physical Ballot Forms / e-Voting	49	104111325
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	47	104111125
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	2	200
% of Dissent			0.00%

