



Bombay Rayon Fashions Limited

Annual Report

2015 - 2016

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Corporate Information

Board of Directors

Mr. Janardhan Agrawal - Chairman
Mr. Aman Agrawal - Vice Chairman
Mr. Naseer Ahmed - Joint Vice Chairman
Mr. Prashant Agrawal - Managing Director
Mr. A.R. Mundra - Executive Director - Finance
Ms. Prachi Deshpande- Director -
Secretarial & Corporate Affairs
Mr. Suresh Vishwasrao - Director
Mr. M. M.Agrawal - Director
Mr. A.Arumugham – Director
Mr. John Mathew - Director
Mr. Narayanan Raja - Nominee Director - SBI
(Appointed w.e.f 15th February,2016)

Company Secretary & Compliance officer

Ms. Prachi Deshpande

Auditors

V. K. Beswal & Associates, Chartered Accountants

Registered Office

Bombay Rayon Fashions Limited
D-1st Floor, Oberoi Garden Estates, Chandivali
Farms Road, Chandivali, Andheri (East), Mumbai-
400 072
Tel: 022 - 3985 8800/61068800, Fax: 022 - 3985 8700
CIN: L17120MH1992PLC066880
E-mail: investors@bombayrayon.com
Website: www.bombayrayon.com

Registrar & Share Transfer Agent

Link Intime India Private Limited.
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup, Mumbai-400 078.
Tel: +91 22 2596 3838 Fax: +91 22 2594 6969
Website: www.linkintime.co.in
E-mail: rnt.helpdesk@linkintime.co.in

Bankers/Term Lenders

Axis Bank Limited
Allahabad Bank
Bank of India
Bank of Maharashtra
Central Bank of India
Corporation Bank
Dena Bank
Export-Import Bank of India
Indian Bank
IDBI Bank Limited
Indian Overseas Bank Limited
ICICI Bank Limited
Karnataka Bank Limited
Karur Vysya Bank Ltd
Oriental Bank of Commerce
Punjab National Bank
State Bank of Bikaner & Jaipur
State Bank of India
State Bank of Hyderabad
State Bank of Mysore
State Bank of Patiala
State Bank of Travancore
Standard Chartered Bank
Union Bank of India

Listing of Equity Shares

The Company's shares are listed on:

- * National Stock Exchange of India Limited
("NSE") and
- * BSE Limited ("BSE")

Directors' Report

Dear Members,

Your Directors have pleasure in presenting the Twenty Third Annual Report of the Company together with the Audited Annual Accounts for the year ended 31st March, 2016.

1. FINANCIAL AND OPERATIONAL PERFORMANCE:

a. Financial Results

Financial and Operational Results of the Company for the year ended 31st March, 2016 as compared to the previous financial year, is summarized below:

Particulars	(Rs. in crores)	
	31-03-16	31-03-15
Revenue from Operations	4171.62	3532.67
Profit before Interest, Depreciation & Amortization and Tax	812.14	602.88
Less: Interest	596.65	557.60
Profit before Depreciation & Amortization and Tax	215.49	45.28
Less: Depreciation & Amortization	161.23	166.33
Profit / (Loss) before Tax	54.26	(121.05)
Current Tax	(12.22)	–
Deferred Tax	(4.93)	42.31
MAT Credit Entitlement	11.74	–
Profit / (Loss) after tax	48.85	(78.74)

b. Operations:

The total sales of the Company for the year under review were amounted to Rs. 4172.08 Crores as against Rs. 3532.67 crores of previous financial year, registering a growth of 18%. The exports sales have increased to Rs. 661.43 Crores in comparison to Rs. 395.55 Crores in 2014-15, the domestic sales was higher by 11.89% from Rs. 3137.49 Crores to Rs. 3510.65 Crores. The Company has earned a profit of Rs. 48.85 Crores for the year 2015-16 in comparison to the loss incurred of Rs. 78.74 Crores for the year 2014-15.

c. Report on Performance of Subsidiaries:

A report on the performance and financial position of each of the subsidiaries for the year ended 31st March 2016 is provided as **Annexure - I** and forms part of this report.

None of the Company's Subsidiaries ceased to be a subsidiary and no other company has become subsidiary of the Company during the year under review.

Additional information on Subsidiary companies:

(i) Bombay Rayon Holdings Limited (BRHL)

BRHL holds 100% Equity of foreign subsidiaries BRFL Europe B.V., Netherlands & BRFL Italia S.r.l., Italy, BRFL Italia Licensee S.R.L

BRHL has registered a Net Profit of Rs. 2.31 crores for the year ended March 31, 2016

(ii) DPJ Clothing Ltd, U.K.

DPJ Clothing Limited is engaged in business of wholesale marketing and distribution of clothing products. The said subsidiary is assisting in getting many mid-size retailers of Europe by providing the services either by direct import or by import and delivery basis.

DPJ Clothing Ltd has registered loss of Rs. 0.51 crores for the year ended March 31, 2016.

(iii) BRFL Europe B.V., Netherlands.

BRFL Europe B.V. at Netherlands curtailed its operations to save costs and most of the larger customers are directly dealt from well-established service facilities from India offices.

BRFL Europe B.V. has registered a loss of Rs.5.10 crores for the year ended March 31, 2016.

(iv) BRFL Italia S.R.L, Italy.

The Company owns the popular 'GURU' brand and is into the business of retailing of ready-made garments as well as other accessories in Europe.

The retail operations being not viable in the current prevailing economic scenario, are totally closed and the brand 'GURU' is put on license model for various popular products.

BRFL Italia S.r.l, Italy has registered a net loss of Rs. 10.50 crores for the year ended December 31, 2015.

(v) BRFL Italia Licensee S.R.L

During the year under review, the BRFL Italia Licensee S.R.L. has registered loss of Rs. 5.20 crore as on December 31, 2015. BRHL had subscribed in the equity shares of BRFL Italia licensee S.R.L, a company whom licence for brand 'GURU' has been transferred.

(vi) STI India Limited (STI).

The Company is running the unit of STI on job work basis for the manufacturing of yarn and knitted fabric. The part of manufactured yarn is used for captive consumption and balance is sold.

STI has incurred a net Profit of Rs. 24.00 crores for the year ended March 31, 2016.

(vii) BRFL Bangladesh Private Limited (BRFL Bangladesh).

The Company has not taken up any operations yet.

d. Consolidated Accounts

The Consolidated Financial Statements of your Company for the financial year 2015-16 are prepared in compliance with applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, applicable Accounting Standards and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations"). The consolidated financial statements have been prepared on the basis of audited/provisional financial statements of your Company, its subsidiaries and, as approved by the respective Board of Directors.

e. Dividend:

Considering the requirement for working capital after the operations of the Company, it was decided to retain the profit earned in the Company for the financial year ended March 31, 2016.

f. Transfer to reserves:

The Board of Directors has not recommended transfer of any amount of profit to reserves during the year under review. Hence, the entire amount of profit for the year under review has been carried forward to the statement of profit and loss.

2. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

3. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:

Full Particulars of Loans & Guarantees Given, Investments made and Securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statement (Please refer to Note 11,12,13,17 of the Financial Statement.)

4. PARTICULAR OF CONTRACTS/ ARRANGEMENTS/ TRANSACTIONS WITH RELATED PARTIES:

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. None of the transactions entered in to by the Company with related party were material in nature exceeding the limit 10% of annual standalone/consolidated turnover of the Company.

The particulars of contracts or arrangements with related parties are forming part of notes to Accounts in this Annual Report.

All Related party transactions are placed before the Audit Committee and subsequently before the Board for its approval. Omnibus approval is obtained on a yearly basis for transactions which are of repetitive nature as per the policy on Materiality of and Dealing with Related Party Transactions. The policy on related party transactions as approved by the Board of Directors has been uploaded on the website of the Company.

5. PAYMENT TO BANKERS AND STATUTORY AUTHORITIES:

During the year under review, there were delays in payment of dues to bankers as well as to statutory authorities

6. MATTERS RELATED TO CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL AND DECLARATION BY INDEPENDENT DIRECTORS:**a. Changes in Board of Directors & Key Managerial Personnel:****I. Vacation of Office**

During the year, none of the Directors or Key Managerial Personnel of the Company vacated the office.

II. Appointments

During the year, Mr. Narayanan Raja was appointed as a Nominee Director on the Board of the Company with effect from 15th February, 2016 as per the recommendation of State Bank of India.

III. Directors Retiring by Rotation

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Aman Agrawal and Mr. Prashant Agrawal will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, have offered themselves for re-appointment. In accordance with the provisions of the Act, none of the Independent Directors is liable to retire by rotation.

IV. Re-appointment of Directors

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Pursuant to the provision of section 196, 197, 198 and 203 of the Companies Act, 2013. The term of appointment of whole time Directors, viz Mr. Aman Agrawal as Vice chairman, Mr. Prashant Agrawal as the Managing Director, Mr. A. R. Mundra Executive Director- Finance, Ms. Prachi Deshpande Director-Secretarial & Corporate Affairs expired on 31st May, 2016. The Board recommends for their re-appointment for further tenure of three years commencing from 1st June, 2016.

b. Declaration by Independent Directors:

The Company has received and taken on record the declarations received from all the Independent Directors of the Company in accordance to Section 149(6) of the Companies Act, 2013 confirming their independence vis-a-vis the Company.

The Company is in the process of appointing one more Independent Director for complying with Regulation 17(1) of listing regulation. The Nomination and Remuneration Committee of the Company is in the process of identifying a suitable person having requisite professional qualification, knowledge and experience, who fulfills the criteria as specified under Listing obligation and Disclosure Requirements regulation 2015 as well as section 149(6) read with Schedule IV of the Companies Act, 2013.

7. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES:

a. Board Meetings:

Six meetings of Board of Directors were convened during the financial year under review i.e. on 22nd May, 2015, 14th August, 2015, 29th September, 2015, 10th November, 2015, 15th February, 2016 and 30th March, 2016

b. Director's Responsibility Statement:

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited Annual Financial Statements of the Company for the year ended 31st March, 2016, the Board of Directors hereby confirms that:

- a. in the preparation of the annual accounts for the year ended 31st March 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016, and of the Profit of the Company for that year;

- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

c. Committees:

(I) Audit Committee:

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The composition of the Audit Committee is in conformity with the provisions of the said section. The Audit Committee comprises of:

1. Mr. A. Arumugham, Chairman, Independent Director
2. Mr. Suresh Vishwasrao, Independent Director
3. Mr. A. R. Mundra, Executive Director- Finance
4. Mr. John Mathew, Independent Director

The scope and terms of reference of the Audit Committee have been amended in accordance with the Act and with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Committee.

(II) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of Directors as constituted by the Board of Directors of the Company is in accordance with the requirements of Section 178 of the Act.

The composition of the committee is as under:

1. Mr. Naseer Ahmed, Chairman, Independent Director
2. Mr. Suresh Vishwasrao, Independent Director

3. Mr. A. Arumugham, Independent Director
4. Mr. John Mathew, Independent Director

The Board, on recommendation of the Nomination and Remuneration Committee, has approved a policy setting out the criteria for review of responsibilities of the Directors positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees in accordance with the provisions of Section 178 of the Act.

(III) Stakeholders Relationship Committee:

The Stakeholder Relationship Committee of Directors was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013.

The composition of the committee is as under:

1. Mr. Janardhan Agrawal, Chairman
2. Mr. Prashant Agrawal, Managing Director
3. Mr. A.R. Mundra, Executive Director- Finance

The Company Secretary acts as the Secretary of the Stakeholders' Relationship Committee.

d. Policies:

(I) Vigil Mechanism Policy:

In compliance of the requirements of section 177 of the companies Act, 2013, Securities Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and as measure of good Corporate Governance practice, the Board has formulated a Vigil Mechanism Policy. The policy comprehensively provides an opportunity for any employee/ Director of the Company to raise any issue concerning breaches, accounting policies or any act resulting in financial or reputation loss and misuse of office or suspected or actual fraud. The policy is a adequate safeguard against victimization.

The Board of Directors of the Company has, pursuant to the provisions of Section 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and Employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc. and the same is also hosted on the website of the Company.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

(II) Risk Management Policy:

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/ strategic business plans and in periodic management reviews.

(III) Corporate Social Responsibility Policy:

As per the provisions of Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors has constituted a Corporate Social Responsibility (CSR) Committee as under:

1. Mr. Suresh Vishwasrao - Independent Director (Chairman)
2. Mr. A. Arumugham- Independent Director
3. Mr. A. R. Mundra - Executive Director

The Company has drafted the Corporate Social Responsibility Policy which may be accessed on the web-site of the Company i.e. www.bombayrayon.com.

As there is net average loss incurred by the Company during the three preceding financial years the company has not spent any amount towards Corporate Social Responsibility activities.

(IV) POLICES AS PER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As per requirements of provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Company has adopted the following policies:

- Policy for Preservation of Documents. (Regulation 9)
- Policy for determination and Disclosure of material Events. (Regulation 30 (4) (ii))
- Archival Policy, (Regulation 30 (8))
- Policy on Material Related Party Transactions. (Regulation 23)

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e. Annual Evaluation of Directors, Committee and Board:

Independent Directors had reviewed the performance of the Chairman and Executive Directors considering the performance of the Company during the financial year 2015-16. The Board of Directors in their meeting has reviewed the contribution made by each Independent Director by way of their timely advice for better corporate governance and compliances under the provisions of the laws as applicable to the Company. There is no change in the remuneration payable to the Directors for next financial year 2016-17. No commission is proposed to be paid to the Chairman or any of the Directors of the Company for financial year 2015-16.

f. Details with respect to the Programme for Familiarisation of Independent Directors:

The details of programme for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company. (i.e. www.bombayrayon.com)

g. Internal Control Systems:

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place has been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

8. Particulars of Employees and Related Disclosures:

Pursuant to the Provisions of section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the requisite details are annexed herewith vide **Annexure II** and are also available at the Registered Office of Company for inspection during its working hours and any member interested in obtaining such information may directly write to the Company Secretary of Company and the same shall be provided on such request.

9. Preferential allotment:

The shareholders of the Company at their Extra-ordinary General Meeting held on May 9, 2016 have approved the issue and allotment of 5,44,70,553 fully paid-up equity shares of the Company having face value of Rs. 10/- each, at a price of Rs. 165.88 per share, pursuant to the decision of CDR EG vide their letter dated 3rd February, 2016, to the Lenders of the Company, by converting the Funded Interest Term Loan (FITL) and Working Capital Term Loan (WCTL) aggregating to Rs. 9,035,576,868 in accordance with the Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and rules made there under and provisions of Chapter VII- "Preferential issue" of the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009

Allotments of shares pursuant to above referred Preferential issue were made in following three tranches:

1. June 15, 2016 for allotment of 4,66,77,611 equity shares;
2. June 16, 2016 for allotment of 5,60,042 equity shares;
3. June 27, 2016 for allotment of 11,64,618 equity shares.

Post allotment the public shareholding of the Company has now been increased to 32.30% of the total paid-up share capital, in compliance with the Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which prescribes minimum public shareholding.

10. AUDITORS AND REPORTS:

a. Statutory Auditors:

The observations made by the Statutory Auditors in their Report read with the relevant notes as given in the Notes to Accounts for the year ended March 31, 2016, are self-explanatory and therefore do not call for any further comments under Section 134(3) of the Companies Act, 2013. The Auditors' Report does not contain any qualification, reservation and adverse remark.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. V.K. Beswal & Associates, Chartered Accountants, Mumbai (Firm Registration Number: 101083W), the Statutory Auditors of the Company, hold office upto the conclusion of the ensuing Annual General Meeting. The consent of the Auditors along with certificate under Section 139 of the Act have been obtained from the Auditors to the effect that their appointment, if made, shall be in accordance with the prescribed conditions and that they are eligible to hold the office of Auditors of the Company. The Board recommends the appointment of M/s. V.K. Beswal & Associates, Chartered Accountants, Mumbai (Firm Registration Number: 101083W), as the Statutory Auditors of the Company for the financial year 2016-17.

Necessary resolution for re-appointment of the said Auditors is included in the Notice of Annual General Meeting for seeking approval of members.

b. Secretarial Audit Report for the year ended 31st March, 2016:

The Board had appointed Rathi & Associates, Company Secretaries as Secretarial auditors for the financial year 2015-16. Secretarial Audit Report issued by Rathi & Associates in form MR-3 for the FY 2015-16 forms part of this report and marked as **Annexure III**.

With reference to observation about:-

- (i) As regards the remuneration paid to Vice Chairman and Managing Director, the company is in the process of filing of an application with Central Government for waiver of recovery of excess remuneration.
- (ii) As a result of allotment of 48,402,271 equity shares pursuant to the provisions of Chapter VII of ICDR 2009, in the month of June 2016 the public share has increased to 32.3% by which compliance with require to minimum public shareholding has been fulfilled.
- (iii) The Company is in the process of appointing one more Independent Director for complying with Regulation 17(1) of listing regulation.

c. Cost Auditors:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Notifications/Circulars issued by the Ministry of Corporate Affairs from time to time, as per the recommendation of the Audit Committee, the Board of Directors at their meeting held on 5th August, 2016, appointed M/s. K. S. Kamalakara & Company, Cost Accountants as the Cost Auditors of the Company for the financial year 2016-17 at annual audit fee of Rs. 5,00,000/-. Subject to approval of the shareholder in ensuing Annual General Meeting.

d. Internal Audit and Control:

M/s Venkatram & Co., Firm Registration No. 004656S, Chartered Accountants, Internal Auditors of the Company has carried out internal audit and the findings of the Internal Auditors in their reports are discussed regularly in the meetings of the Audit Committee and corrective actions are taken as per the directions of the Audit Committee members.

11. OTHER DISCLOSURES:

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

a. Extract of Annual Return:

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2016 made under the provisions of Section 92(3) of the Act is attached as **Annexure IV** which forms part of this Report.

b. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **Annexure V** which forms part of this Report.

c. Corporate Governance and Management Discussion & Analysis Reports:

The Company is committed to maintain the high standards of Corporate Governance and adheres to its requisites set out by the respective authorities. The report on Corporate Governance as stipulated under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. is annexed vide **Annexure VI** and forms an integral part of this Annual Report.

Requisite certificate from the Auditors of the Company M/s V. K. Beswal & Associates, Chartered Accountants, (Firm Registration Number: 101083W), confirming compliance with the conditions of Corporate Governance as stipulated in Chapter IV of Securities Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015) the said company with stock exchanges, **Annexure VI(A)** and forms an integral part of this Annual Report.

Certificate issued by Managing Director and Executive Director of Company with regard to certification on Audited Financial Statement of the Company for financial year 2015-16 is also annexed herewith vide **Annexure VI (B)** and forms an integral part of this Annual Report.

The Company has suitably laid down the Code of Conduct for all Board Members and Senior Management personnel of the Company. The declaration by CEO i.e. Managing Director of company related to the compliance of aforesaid Code of Conduct is also attached herewith vide **Annexure VI(C)** and forms an integral part of this Annual Report.

Management Discussion and Analysis Report for the year under review, as required pursuant to the provisions of Regulation 34 (Schedule V (B) of SEBI (Listing obligation and disclosure requirements) Regulations, 2015 is annexed herewith vide **Annexure VII** and forms part of this Annual Report.

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d. General Disclosures:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions pertaining to these matters during F.Y. 2015-16:

- a. Details relating to acceptance of deposits covered under Chapter V of the Companies Act, 2013.
- b. Issue of equity shares with differential rights as to dividend, voting or otherwise.
- c. Issue of shares (including sweat equity shares and ESOS) to employees of the Company under any scheme.
- d. Instances with respect to voting rights not exercised directly by employees of the Company.
- e. There was no revision of the financial statements for the year under review.

Your Directors further state that:

- f. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of the subsidiary Company.
- g. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- h. Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position, have occurred between the end of the financial year of the Company and date of this Annual Report.
- i. There was no change in the nature of business of company during F.Y. 2015-16.
- j. Pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, no case pertaining to sexual harassment at workplace has been reported to company during F.Y. 2015-16.

12. CAUTIONARY STATEMENT:

Statements in the directors' and management discussion and analysis describing the company's objectives, projections, estimates, expectations or predication may be "forward-looking statements" within the meaning of applicable securities laws and regulations, actual results could differ materially for those expressed or implied, important factors that could make difference to the company's operations include raw material availability and its prices, cyclical demand and pricing in the company's principle markets, changes in government regulations, tax regimes ,economic developments within India and the countries in which the company conducts business and other ancillary factors.

13. ACKNOWLEDGEMENTS AND APPRECIATION:

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

Your Directors records with sincere appreciation the valuable contribution made by employees at all levels and looks forward to their continued commitment to achieve further growth and take up more challenges that the Company has set for the future.

For and on behalf of the Board of Directors

Janardhan Agrawal
Chairman
DIN: 00019497

Place: Mumbai
Date: 5th August, 2016

Registered Office Address:

D 1stFloor, Oberoi Garden Estates, Chandivali Farms,
Chandivali, Andheri (East), Mumbai - 400072
CIN:L17120MH1992PLC066880
TEL No:+91 22 39858800/61068800
Fax No : 39858700
Mail:investors@bombayrayon.com
Website: www.bombayrayon.com

Annexure I

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part A- Detail of Subsidiary Companies

Statement containing salient features of the Financial Statement of Subsidiaries or Associate Companies or Joint Ventures:

(Rs. In Crores)

	Particulars	Subsidiary Companies						
		Bombay Rayon Holdings Limited	STI India Limited	DPJ Clothing Limited	BRFL Europe B.V.	BRFL Italia S.r.l.	BRFL Bangladesh	BRFL Italia Licenses.
1.	Date since when subsidiary was acquired	23 rd Feb., 2007	27 th Oct., 2010	22 nd Feb., 2007	5 th Sept., 2005	5 th May, 2008	23 rd Nov., 2010	31 st Dec., 2015
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31 st March, 2016	31 st March, 2016	31 st March, 2016	31 st March, 2016	31 st Dec., 2015	31 st March, 2016	31 st Dec., 2015
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	INR	INR	1 GBP = 94.19 INR	1 Euro = 74.10 INR	1 Euro = 74.10 INR	1 Taka = 0.85 INR	1 Euro = 74.10 INR
4.	Share capital	35.14	29.00	0.01	1.61	33.49	0.12	1.85
5.	Reserves and Surplus	11.83	(29.02)	4.95	0.23	(377.92)	0.20	(7.03)
6.	Total Assets	441.40	124.28	27.08	1.84	207.41	2.27	15.86
7.	Total Liabilities	544.53	124.30	22.11	0.00	551.84	2.35	21.03
8.	Investments	150.10	0.00	0.00	0.00	0.00	0.00	0.00
9.	Turnover	5.52	95.48	17.14	0.00	2.98	0.00	6.06
10.	Profit before taxation	3.42	37.19	(0.51)	(5.10)	(10.50)	0.00	(5.20)
11.	Provision for taxation	1.11	13.20	0.00	0.00	0.00	0.00	0.00

Bombay Rayon Fashions Limited

	Particulars	Subsidiary Companies						
		Bombay Rayon Holdings Limited	STI India Limited	DPJ Clothing Limited	BRFL Europe B.V.	BRFL Italia S.r.l.	BRFL Bangladesh	BRFL Italia Licenses.
12.	Profit after taxation	2.31	24.00	(0.51)	(5.10)	(10.50)	0.00	(5.20)
13.	Proposed Dividend	0.00	0.00	0.00	0.00	0.00	0.00	0.00
14.	Extend of share holding (in percentage)	100%	75%	70%	100%*	100%*	100%	100*

* Held by Bombay Rayon Holdings Limited

Notes: The following information shall be furnished at the end of the statement:

1. BRFL Bangladesh Pvt. Ltd. of the subsidiaries which are yet to commence operation
2. No any subsidiaries which have been liquidated or sold during the year

Annexure II

The Companies Act, 2013, read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- I. Ratio of the remuneration of each Director & Key Managerial Personnel (KMP) to the Median Remuneration of the Employees (MRE) of the Company for the financial year 2015-16 against the performance of the Company is as under:

Name of Director/KMP and Designation	Remuneration of Director /KMP for financial year 2015-16 (Rs. in Crore)	% increase in Remuneration in the Financial Year 2015-16	Ratio of Remuneration of each Director to MRE for Financial Year 2015-16
Mr. Aman Agrawal	2.37	-	129.82
Mr. Prashant Agrawal	2.37	-	129.82
Mr. A. R. Mundra	0.39	-	21.36
Ms. Prachi Deshpande	0.21	-	11.50

- II. The Median Remuneration of Employees (MRE) of the Company during the financial year was Rs.182555/- previous period it was Rs.180099/-
- III. There is no increase in the remuneration of above employees in the FY 2015-2016.
- IV. There were 13626 permanent employees on the roll of Company as on March 31, 2016.
- V. Increase in the salaries of employees other than the managerial personnel in the FY 2015-16.
- VI. The Company affirms that the remuneration is as per the Remuneration Policy of the Company.
- VII. During the F. Y. 2015-16, there was no employee who is not directors but received remuneration in excess of the highest paid director.

Annexure III

SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE YEAR ENDED 31ST MARCH, 2016

To,
The Board of Directors
Bombay Rayon Fashions Limited
D 1st Floor Oberoi Garden estates,
Chandivali Farms Road,
Andheri (East),
Mumbai: 400 072

Dear Sirs,

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **Bombay Rayon Fashions Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information and explanation provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the year ended on 31st March, 2016 complied with the statutory provisions listed hereunder, **except as stated otherwise**, and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in **Annexure I**, for the financial year ended on 31st March, 2016, according to the provisions of:
 - (i) The Companies Act, 2013 ("the Act") and the rules made there under to the extent applicable;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - i. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 which was effective till May 14, 2015 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 w.e.f. May 15, 2015;

- ii. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and
- iv. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which came into effect from 1st December, 2015;

Provisions of the following Regulations and Guidelines prescribed under the SEBI Act were not applicable to the Company under the period of audit:-

- i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- ii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- iii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- iv. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; and
- v. The Securities and Exchange Board of India (Registrars to a Issue and Share Transfer Agents) Regulations, 1993

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards - 1 & 2 issued by The Institute of Company Secretaries of India and which were effective from 1st July, 2015;
- ii. The Listing Agreements entered into by the Company with Stock Exchange(s) (effective upto November 30, 2015);
- (vi) We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with other Acts, Laws and Regulations applicable specifically to the Company are as under:
 - (i) Water (Prevention & Control of Pollution) Act, 1974;
 - (ii) Air (Prevention & Control of Pollution) Act, 1981;
 - (iii) Hazardous Waste (Management & Handling Rules, 1989;
 - (iv) Factories Act, 1948; and
 - (v) Environment (Protection) Act, 1986

During the year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except *the criteria of public shareholding of the Company which is less than as prescribed under Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors, however consequent upon the appointment of Mr. Narayanan Raja as Nominee Director on the board with effect from 15th February, 2016, pursuant to Regulation 25(6) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is yet to appoint one more Independent Director on the Board.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act,

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the

Bombay Rayon Fashions Limited

agenda items before the meeting and for meaningful participation at the meeting.

There were no dissenting member's views during the year under review and hence the same was not required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has not undertaken event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For RATHI & ASSOCIATES
COMPANY SECRETARIES

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

Place: Mumbai

Date: 5th August, 2016

Annexure I

List of documents verified:

1. Memorandum & Articles of Association of the Company;
2. Annual Report for the financial year ended 31st March, 2015;
3. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee held during the financial year under report along with Attendance Register;
4. Minutes of General Body Meeting held during the financial year under report.
5. Statutory Registers viz.
 - Register of Directors & Key Managerial Personnel;
 - Register of Loans, Guarantees and Security and Acquisition made by the Company (Form No. MBP-2);
 - Register of Charges (Form No. CHG-7);
 - Register of Contracts with Related Party and Contracts and Bodies etc. in which the Directors are interested (Form No. MBP-4);
6. Agenda papers submitted to all the Directors/members for the Board Meetings and Committee Meetings;
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 184, 164(2), 149(7) and Schedule V of the Companies Act, 2013.
8. e-forms filed by the Company from time to time under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report;
9. Intimations received from all the Directors and Designated Employees under the Internal Code for Prohibition of Insider Trading Code.
10. Intimations/documents/reports/returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement with the stock exchange and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which came into effect from 1st December, 2015 during the financial year under report;
11. Details of sitting fees paid to all Non-Executive & Independent Directors for attending the Meetings of the Board and Committees;
12. Intimations given to employees of the Company for closure of the trading window from time to time;
13. Various Policies made under the Companies Act, 2013, Listing Agreement with the stock exchanges and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which came into effect from 1st December, 2015;
14. Circular Resolutions passed during the period under the review.

Bombay Rayon Fashions Limited

Annexure IV Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	:	L17120MH1992PLC066880
Registration Date	:	21 / 05 / 1992
Name of the Company	:	BOMBAY RAYON FASHIONS LIMITED
Category / Sub-Category of the Company	:	Company Limited by shares. / Indian Non-Government Company.
Address of the Registered office and contact details	:	D-1 st Floor, Oberoi Gardens Estates, Chandivali Farms Road, Chandivali, Andheri (East), Mumbai-400072
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Link Intime India Private Limited. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup, Mumbai-400078.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	BRFL is a vertically integrated textile company, engaged in the manufacture of a wide range of fabrics and garments from state of the art production facilities.	14101	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and address of the Company	CIN / GLN	Holding / subsidiary / associate	% of shares held	Applicable section
1	Bombay Rayon Holdings Limited, Add: D-6139, Oberoi Gardens Estates, Chandivali Farms Road, Chandivali, Andheri (East), Mumbai-400072	U17291MH2007PLC168067	Subsidiary Company	100%	2(87)
2	STI India Ltd., Add: Rau-Pithampur Link Road, Tehsil Mhow, Indore - 453332	L27105MP1984PLC002521	Subsidiary Company	75%	2(87)
3	DPJ Clothing Ltd., UK Add: 17-19, Church Road, Northfield, Birmingham, B31 2JZ	-	Subsidiary Company	70%	2(87)
4	BRFL Bangladesh Pvt. Ltd., Add: Siaam Tower, Level - 12, Plot - 5, Sector - 3, Uttara, Dhaka -1230 (Bangladesh)	-	Subsidiary Company	100%	2(87)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise Share Holding as on 31st March, 2016:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	17077538	0	17077538	12.69	16999626	0	16999626	12.63	(0.06)
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	50738474	0	50738474	37.70	50738474	0	50738474	37.70	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
g) Persons Acting In Concert	5148680		5148680	3.83	5148680	0	5148680	3.83	0.00
Sub-total(A)(1):	72964692	0	72964692	54.21	72886780	0	72886780	54.15	(0.06)
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	51000400	0	51000400	37.89	51000400	0	51000400	37.89	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2):	51000400	0	51000400	37.89	51000400	0	51000400	37.89	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	123965092	0	123965092	92.10	123887180	0	123887180	92.04	(0.06)
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	681873	0	681873	0.51	681873	0	681873	0.51	0.00
c) Central Govt	10	0	10	0.00	10	0	10	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) Foreign Portfolio Investor	313647	0	313647	0.23	1125821	0	1125821	0.84	0.60
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):	995530	0	995530	0.74	1807704	0	1807704	1.34	0.60
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	7813201	0	7813201	5.80	6916849	0	6916849	5.14	(0.67)
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto R 1 lakh	709890	4304	714194	0.53	752569	4304	756873	0.56	0.03
ii) Individual shareholders holding nominal share capital in excess of R 1 lakh	640305	0	640305	0.48	869468	0	869468	0.65	0.17

Bombay Rayon Fashions Limited

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)									
i) Clearing Member	414671	0	414671	0.31	289870	0	289870	0.22	(0.09)
ii) NRIs(Repeat)	54948	0	54948	0.04	41658	0	41658	0.03	0.00
iii)NRIs(Non Repeat)	2059	0	2059	0.00	1581	0	1581	0.00	(0.00)
iv)Foreign portfolio Investor Corporate	0	0	0	0.00	80000	0	80000	0.06	0.06
Sub-total(B)(2):	9635074	4304	9639378	7.16	8900812	4304	8905116	6.62	(0.55)
Total Public Shareholding (B)=(B)(1)+(B)(2)	10630604	4304	10634908	7.90	10708516	4304	10712820	7.96	0.06
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	134595696	4304	134600000	100.00	134595696	4304	134600000	100.00	0.00

ii. Shareholding of Promoters:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	AAA United B.V	510,00,400	37.89	0	51,000,400	37.89	0	0
2	Ashwell Holding Company Pvt. Ltd	28,420,000	21.11	0	28,420,000	21.11	0	0
3	Reynold Shirting Limited	13,215,714	9.82	8.48	13,215,714	9.82	8.48	0
4	Janardhan Agrawal	7,576,140	5.63	0.76	7,576,140	5.63	0.76	0
5	Bombay Rayon Clothing Limited	6,602,760	4.91	4.9	6,602,760	4.91	4.9	0
6	Prashant Agrawal	6,162,994	4.58	4.56	6,085,082	4.52	3.47	-0.06
7	Vinita Agrawal	3,815,980	2.84	2.82	3,815,980	2.84	2.82	0
8	Aman Agrawal	3,338,404	2.48	2.41	3,338,404	2.48	2.41	0
9	B. R. Machine Tools Pvt. Ltd.	2,500,000	1.86	1.86	2,500,000	1.86	1.86	0
10	Bimla Devi Agrawal	413,200	0.31	0	413,200	0.31	0	0
11	Vedant Aman Agrawal	320,000	0.24	0	320,000	0.24	0	0
12	Payal Chaudhary	179,300	0.13	0	179,300	0.13	0	0
13	Janardhan Biseshwarlal Agrawal	156,000	0.12	0	156,000	0.12	0	0
14	Aayush Prashant Agrawal	120,000	0.09	0	120,000	0.09	0	0
15	SushilaMukesh Agrawal	100,000	0.07	0	100,000	0.07	0	0
16	Priyanka Agrawal	44,200	0.03	0	44,200	0.03	0	0
Total		123,965,092	92.10	24.52	123,887,180	92.04	24.52	-0.06

iii. Change in Promoters' Shareholding (Please Specify, If there is no Change):

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
1.	AAA United B.V					
	At the beginning of the year	51000400	37.89	51000400	37.89	
	At the End of the year	51000400	37.89	51000400	37.89	
2.	Ashwell Holding Company Pvt. Ltd					
	At the beginning of the year	28420000	21.11	28420000	21.11	
	At the End of the year	28420000	21.11	28420000	21.11	
3.	Reynold Shirting Limited					
	At the beginning of the year	13215714	9.82	13215714	9.82	
	At the End of the year	13215714	9.82	13215714	9.82	
4.	Janardhan Agrawal					
	At the beginning of the year	7576140	5.63	7576140	5.63	
	At the End of the year	7576140	5.63	7576140	5.63	
5.	Bombay Rayon Clothing Limited					
	At the beginning of the year	6602760	4.91	6602760	4.91	
	At the End of the year	6602760	4.91	6602760	4.91	
6.	Prashant Agrawal					
	At the beginning of the year	6162994	4.58	6162994	4.58	
	Date wise Increase/Decreases in Promoters Shareholding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	05.02.2016	-37289	-0.03	6125705	4.55
		12.02.2016	-40623	-0.03	6085082	4.52
	At the End of the year	6085082	4.52	6085082	4.52	
7.	Vinita Agrawal					
	At the beginning of the year	3815980	2.84	3815980	2.84	
	At the End of the year	3815980	2.84	3815980	2.84	
8.	Aman Agrawal					
	At the beginning of the year	3338404	2.48	3338404	2.48	
	At the End of the year	3338404	2.48	3338404	2.48	
9.	B. R. Machine Tools Pvt. Ltd.					
	At the beginning of the year	2500000	1.86	2500000	1.86	
	At the End of the year	2500000	1.86	2500000	1.86	
10.	Bimla Devi Agrawal					
	At the beginning of the year	413200	0.31	413200	0.31	
	At the End of the year	413200	0.31	413200	0.31	
11.	Vedant AmanAgrwal					
	At the beginning of the year	320000	0.24	320000	0.24	
	At the End of the year	320000	0.24	320000	0.24	

Bombay Rayon Fashions Limited

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
12.	Payal Chaudhary				
	At the beginning of the year	179300	0.13	179300	0.13
	At the End of the year	179300	0.13	179300	0.13
13.	Janardhan Biseshwarlal Agrawal				
	At the beginning of the year	156000	0.12	156000	0.12
	At the End of the year	156000	0.12	156000	0.12
14.	Aayush Prashant Agrawal				
	At the beginning of the year	120000	0.09	120000	0.09
	At the End of the year	120000	0.09	120000	0.09
15.	Sushila Mukesh Agrawal				
	At the beginning of the year	100000	0.07	100000	0.07
	At the End of the year	100000	0.07	100000	0.07
16.	Priyanka Agrawal				
	At the beginning of the year	44200	0.03	44200	0.03
	At the End of the year	44200	0.03	44200	0.03

Note: Except Prashant Agrawal there was no Increase/ Decrease in Promoters Shareholding during the year.

iv. Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	EPOCH SYNTHETICS PVT LTD.				
	At the beginning of the year	877341	0.65	877341	0.65
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	03 Apr 2015	(4787)	872554	0.65
		10 Apr 2015	5085	877639	0.65
		17 Apr 2015	1008	878647	0.65
		24 Apr 2015	2217	880864	0.65
		22 May 2015	(87)	880777	0.65
		29 May 2015	(1124)	879653	0.65
		05 Jun 2015	911	880564	0.65
		12 Jun 2015	(153)	880411	0.65
		19 Jun 2015	(470)	879941	0.65
		26 Jun 2015	(1792)	878149	0.65
		30 Jun 2015	507	878656	0.65
		03 Jul 2015	1158	879814	0.65
		10 Jul 2015	(71)	879743	0.65
		17 Jul 2015	71	879814	0.65

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
		24 Jul 2015	(152)	0.00	879662	0.65
		31 Jul 2015	107	0.00	879769	0.65
		07 Aug 2015	(1775)	0.00	877994	0.65
		14 Aug 2015	1820	0.00	879814	0.65
		21 Aug 2015	(604)	0.00	879210	0.65
		28 Aug 2015	604	0.00	879814	0.65
		11 Sep 2015	(184)	0.00	879630	0.65
		25 Sep 2015	184	0.00	879814	0.65
		09 Oct 2015	(4800)	0.00	875014	0.65
		16 Oct 2015	1099	0.00	876113	0.65
		23 Oct 2015	457	0.00	876570	0.65
		30 Oct 2015	94	0.00	876664	0.65
		13 Nov 2015	(2832)	0.00	873832	0.65
		20 Nov 2015	(3434)	0.00	870398	0.65
		27 Nov 2015	(5299)	0.00	865099	0.64
		04 Dec 2015	1949	0.00	867048	0.64
		11 Dec 2015	4054	0.00	871102	0.65
		18 Dec 2015	167	0.00	871269	0.65
		25 Dec 2015	95	0.00	871364	0.65
		31 Dec 2015	260100	0.19	1131464	0.84
		08 Jan 2016	(1250)	0.00	1130214	0.84
		15 Jan 2016	1250	0.00	1131464	0.84
		22 Jan 2016	(1079)	0.00	1130385	0.84
		29 Jan 2016	28	0.00	1130413	0.84
		05 Feb 2016	886	0.00	1131299	0.84
		12 Feb 2016	165	0.00	1131464	0.84
		19 Feb 2016	888	0.00	1132352	0.84
		26 Feb 2016	(237406)	-0.18	894946	0.66
		04 Mar 2016	(6314)	0.00	888632	0.66
		11 Mar 2016	1090	0.00	889722	0.66
		18 Mar 2016	18419	0.00	908141	0.67
		25 Mar 2016	248221	0.18	1156362	0.86
		31 Mar 2016	(3233)	0.00	1153129	0.86
	At the End of the year				1153129	0.86
2.	LTS INVESTMENT FUND LTD.					
	At the beginning of the year		232499	0.17	232499	0.17
	Date wise Increase/ Decrease in Promoters	10 Apr 2015	100000	0.07	332499	0.25
	Shareholding during the year specifying the reasons	17 Apr 2015	125000	0.09	457499	0.34
	for increase/decrease (e.g. allotment/transfer/bonus/	24 Apr 2015	186000	0.14	643499	0.48
	sweat equity etc.)	01 May 2015	100000	0.07	743499	0.55

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Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
		15 May 2015	184000	0.14	927499	0.69
		12 Jun 2015	30000	0.02	957499	0.71
		10 Jul 2015	20000	0.01	977499	0.73
		17 Jul 2015	20000	0.01	997499	0.74
		31 Jul 2015	20000	0.01	1017499	0.76
		07 Aug 2015	20000	0.01	1037499	0.77
		14 Aug 2015	50000	0.04	1087499	0.81
		21 Aug 2015	40000	0.03	1127499	0.84
		28 Aug 2015	50000	0.04	1177499	0.87
		04 Sep 2015	50000	0.04	1227499	0.91
		09 Oct 2015	(111000)	-0.08	1116499	0.83
		16 Oct 2015	(190000)	-0.14	926499	0.69
		08 Jan 2016	115000	0.09	1041499	0.77
	At the End of the year				1041499	0.77
3.	WALL STREET CAPITAL MARKETS PVT. LTD .					
	At the beginning of the year		183786	0.14	183786	0.14
	Date wise Increase/ Decrease in Promoters	10 Apr 2015	(8650)	-0.01	175136	0.13
	Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	24 Apr 2015	(39350)	-0.03	135786	0.10
		16 Oct 2015	4000	0.00	139786	0.10
		23 Oct 2015	400000	0.30	539786	0.40
		30 Oct 2015	(99000)	-0.07	440786	0.33
		06 Nov 2015	(305000)	-0.23	135786	0.10
		04 Dec 2015	500000	0.37	635786	0.47
		31 Dec 2015	(577134)	-0.43	58652	0.04
		01 Jan 2016	(50000)	-0.04	8652	0.01
		22 Jan 2016	100000	0.07	108652	0.08
		29 Jan 2016	500000	0.37	608652	0.45
	25 Mar 2016	287000	0.21	895652	0.67	
	At the End of the year				895652	0.67
4.	RELIGARE SECURITIES LTD.					
	At the beginning of the year		755745	0.56	755745	0.56
	Date wise Increase/ Decrease in Promoters	03 Apr 2015	156	0.00	755901	0.56
	Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	10 Apr 2015	98882	0.07	854783	0.64
		17 Apr 2015	313402	0.23	1168185	0.87
		24 Apr 2015	39270	0.03	1207455	0.90
		01 May 2015	(28000)	-0.02	1179455	0.88
		08 May 2015	50	0.00	1179505	0.88
		15 May 2015	18442	0.00	1197947	0.89
		22 May 2015	136	-0.03	1198083	0.89

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
		29 May 2015	(658)	0.00	1197425	0.89
		05 Jun 2015	(38024)	0.00	1159401	0.86
		12 Jun 2015	(20)	0.00	1159381	0.86
		19 Jun 2015	(50)	0.00	1159331	0.86
		26 Jun 2015	71	0.00	1159402	0.86
		30 Jun 2015	(52)	0.00	1159350	0.86
		03 Jul 2015	(155)	0.00	1159195	0.86
		10 Jul 2015	4	0.00	1159199	0.86
		17 Jul 2015	30	0.00	1159229	0.86
		24 Jul 2015	30	0.00	1159259	0.86
		14 Aug 2015	25	0.00	1159284	0.86
		21 Aug 2015	(24)	0.00	1159260	0.86
		28 Aug 2015	185	0.00	1159445	0.86
		04 Sep 2015	(75)	0.00	1159370	0.86
		11 Sep 2015	16	0.00	1159386	0.86
		18 Sep 2015	(16)	0.00	1159370	0.86
		09 Oct 2015	277321	0.00	1436691	1.07
		16 Oct 2015	181268	0.13	1617959	1.20
		23 Oct 2015	(359523)	-0.27	1258436	0.93
		30 Oct 2015	(2739)	0.00	1255697	0.93
		06 Nov 2015	52	0.00	1255749	0.93
		13 Nov 2015	626	0.00	1256375	0.93
		20 Nov 2015	3973	0.00	1260348	0.94
		27 Nov 2015	(4616)	0.00	1255732	0.93
		04 Dec 2015	(501155)	-0.37	754577	0.56
		11 Dec 2015	180	0.00	754757	0.56
		18 Dec 2015	(101)	0.00	754656	0.56
		25 Dec 2015	219	0.00	754875	0.56
		31 Dec 2015	(286)	0.00	754589	0.56
		08 Jan 2016	(1564)	0.00	753025	0.56
		15 Jan 2016	194	0.00	753219	0.56
		22 Jan 2016	34715	0.03	787934	0.59
		29 Jan 2016	(108)	0.00	787826	0.59
		05 Feb 2016	76	0.00	787902	0.59
		12 Feb 2016	1184	0.00	789086	0.59
		19 Feb 2016	(1295)	0.00	787791	0.59
		26 Feb 2016	(15)	0.00	787776	0.59
		04 Mar 2016	(5)	0.00	787771	0.59
		11 Mar 2016	653	0.00	788424	0.59

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Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
		18 Mar 2016	517	0.65	788941	0.59
		25 Mar 2016	(101101)	-0.08	687840	0.51
		31 Mar 2016	100031	0.07	787871	0.59
	At the End of the year		787871	0.59	787871	0.59
5.	SCOTTS GARMENTS LTD .					
	At the beginning of the year		692000	0.51	692000	0.51
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)					
	At the End of the year		692000	0.51	692000	0.51
6.	SICOM LIMITED .					
	At the beginning of the year		681850	0.51	681850	0.51
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)					
	At the End of the year		681850	0.51	681850	0.51
7.	ROPLAS DEALCOMM PVT. LTD					
	At the beginning of the year		593275	0.44	593275	0.44
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	16 Oct 2015	(39997)	-0.04		
	At the End of the year				553278	0.41
8.	LIFELINE PROJECTS PVT. LTD.					
	At the beginning of the year		347851	0.26	347851	0.26
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	10 Apr 2015	(300000)	0.02	98000	0.07
		30 Oct 2015	200000	-0.02	76000	0.06
		06 Nov 2015	100000	0.04	129454	0.10
		08 Jan 2016	(1000)	0.01	145580	0.11
	At the End of the year				346851	0.26
9.	MAHESH MEDIA SERVICES PVT. LTD.					
	At the beginning of the year	78106	0.06	78106	0.06	
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	10 Apr 2015	314150	0.23	392256	0.29
		01 May 2015	28000	0.02	420256	0.31
		15 May 2015	288	0.00	420544	0.31
		29 May 2015	706	0.00	421250	0.31
		05 Jun 2015	38044	0.03	459294	0.34

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
		09 Oct 2015	(30000)	-0.02	429294	0.32
		31 Mar 2016	(94885)	-0.07	334409	0.25
	At the End of the year				334409	0.25
10.	NOVEL FINVEST PVT. LTD.					
	At the beginning of the year		318726	0.24	318726	0.24
	Date wise Increase/ Decrease in Promoters	06 Nov 2015	5000	0.00	323726	0.24
	Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	06 Nov 2015	5000	0.00	323726	0.24
		26 Feb 2016	(36726)	-0.03	287000	0.21
		25 Mar 2016	36726	0.03	323726	0.24
	At the End of the year				323726	0.24

v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Mr. Janardhan Agrawal				
	At the beginning of the year	7576140	5.63%	7576140	5.63%
	At the End of the year	7576140	5.63%	7576140	5.63%
2.	Mr. Aman Agrawal				
	At the beginning of the year	3338404	2.48%	3338404	2.48%
	At the End of the year	3338404	2.48%	3338404	2.48%
3.	Mr. Prashant Agrawal				
	At the beginning of the year	6162994	4.58%	6162994	4.58%
	At the End of the year	6085082	4.52%	6085082	4.52%
4.	Mr. A.R. Mundra				
	At the beginning of the year	NIL	—	NIL	—
	At the End of the year	NIL	—	NIL	—
5.	Ms. Prachi Deshpande				
	At the beginning of the year	75	00	75	00
	At the End of the year	NIL	—	NIL	—
6.	Mr. Narayanan Raja				
	At the beginning of the year	NIL	—	NIL	—
	At the End of the year	NIL	—	NIL	—

Note: There was no Increase / Decrease in Shareholding of Directors and Key Managerial Personnel during the year.

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VI. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment. 31.03.2016

(Rs. In Crores)

	Secured Loans excluding deposits	Unsecured Loans	Deposits Indebtedness	Total
Indebtedness at the beginning of the financial year 01 / 04 / 2015	5198.76	46.49		5245.25
i) Principal Amount	5113.38	40.74	–	5154.12
ii) Interest due but not paid	85.38	5.75	–	91.13
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	5198.76	46.49	–	5245.25
Change in Indebtedness during the financial year				
• Addition	522.56	278.82	–	801.38
• Reduction	397.22	191.51	–	588.73
Net Change	125.34	87.31	–	212.65
Indebtedness at the end of the financial year 31 / 03 / 2016	5356.42	133.77	–	5490.19
i) Principal Amount	5238.72	128.05	–	5366.77
ii) Interest due but not paid	117.70	5.72	–	123.42
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	5356.42	133.77	–	5490.19

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager				Total Amount
		Mr. Aman Agrawal (Whole-Time Director)	Mr. Prashant Agrawal (Managing Director)	Mr. A.R. Mundra (Whole-Time Director)	Ms. Prachi Deshpande (Whole-Time Director)	
1	Gross salary					
	(c) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13191750	13191750	2151000	1217500	29752000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	–	–	–	–	–
	© Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–	–	–	–	–
2	Stock Option	–	–	–	–	–
3	Sweat Equity	–	–	–	–	–
4	Commission					
	– as % of profit	–	–	–	–	–
	– others, specify	–	–	–	–	–
5	Others, please specify	–	–	–	–	–

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager				Total Amount
		Mr. Aman Agrawal (Whole-Time Director)	Mr. Prashant Agrawal (Managing Director)	Mr. A.R. Mundra (Whole-Time Director)	Ms. Prachi Deshpande (Whole-Time Director)	
	Leave Travel Allowance	1099318	1099318	179256	101460	2479352
	Medical Allowance	13750	13750	15000	12500	55000
	Bonus	1199250	1199250	179250	40583	2618333
	House Rent Allowance	6595875	6595875	1075500	608750	14876000
	Total (A)	22099943	22099943	3600006	1980793	49780793
Ceiling as per the Act Ceiling is as per Section 197 and Schedule V of the Companies Act, 2013						

B. Remuneration to Other Directors:

Sl. No.	Particulars of Remuneration	Mr. Suresh Vishwasrao	Name of Directors				Total Amount
			Mr. Naseer Ahmed	Mr. A. Arumugham	Mr M.M. Agrawal	Mr. John Mathew	
1.	Independent Directors						
	• Fee for attending board / committee meetings	150000	30000	140000	70000	190000	580000
	• Commission	–	–	–	–	–	–
	• Others, please specify	–	–	–	–	–	–
	Total (1)	150000	30000	140000	70000	190000	580000
2.	Other Non-Executive Directors						
	Mr. Narayanan Raja (Appointed w.e.f 15.02.2016)		–	–	–	–	
	• Fee for attending board / committee meetings	40000	–	–	–	–	40000
	• Commission	–	–	–	–	–	–
	• Others, please specify	–	–	–	–	–	–
	Total (2)	40000	–	–	–	–	40000
	Total (B)=(1+2)	–	–	–	–	–	620000

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C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sl. No.	Particulars of Remuneration	CEO	Key Managerial Personnel		CFO	Total
				Company Secretary		
1	Gross salary	–			–	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	–	–	–	–	–
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	–	–	–	–	–
	Profits in lieu of salary under section 17(3) Income tax Act, 1961	–	–	–	–	–
2	Stock Option	–	–	–	–	–
3	Sweat Equity	–	–	–	–	–
4	Commission		–	–	–	–
	– as % of profit	–	–	–	–	–
	– others, specify	–	–	–	–	–
5	Others, please specify	–	–	–	–	–
	Special Allowance	–	–	–	–	–
	Leave Travel Allowance	–	–	–	–	–
	Medical Allowance	–	–	–	–	–
	Bonus	–	–	–	–	–
	Total					

VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no such cases of Penalties/ Punishment/ Compounding of Offences faced by the Company.

Annexure V

The information under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2016 is given below and forms part of the Directors' Report.

A. CONSERVATION OF ENERGY

- I. Steps taken or impact on conservation of energy. In line with the Company's commitment towards conservation of energy, all units continue with their efforts aimed at improving energy efficiency through innovative measures to reduce wastage and optimize consumption. Some of the measures taken by the Company in this direction at its textile units located at Banglore, Tarapur, Islampur, Latur, are as under:
 - i. Reducing power consumption in cooling towers.
 - ii. Replacement of inefficient motors.
 - iii. Installation of LEDs at several locations.
 - iv. Installation of plant condensate recovery system for water conservation.
 - v. Installation of automatic cut-off in suction motor of Gill Box in Combing and lighting system in Yarn room.
 - vi. Installing efficient recovery equipment for cooling water for steaming machines.
- II. The steps taken by the company for utilising alternate sources of energy.

During the year under review, the Company utilized solar energy for water heating. In order to save water, the Company made its efforts to reuse cooling water in Ash handling plant.

III. The Capital investment on energy conservation equipment.

No Capital Investment of last year 2015-16 on energy conservation equipment.

B. TECHNOLOGY ABSORPTION

- I. The efforts made by the Company towards technology absorption. Innovation and Technology are synonymous with BRFL. The investment in technology acts as a catalyst and enables the Company to be innovative and regularly launch world-class textile products.
- II. The benefits derived like product improvement, cost reduction, product development or import substitution.
- III. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - NOT APPLICABLE
- IV. The expenditure incurred on Research and Development. NIL

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company exports its textile products. All efforts of the Company are geared to increase the business of textile exports in different products and markets.

A detailed bifurcation on the Foreign Exchange earnings and outgo is contained in note No. 31, 32 & 33 of and Note to Financial Statements

Annexure-VI

Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2016, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

Bombay Rayon Fashions limited ("the Company") strives to follow the best corporate governance practices, develop best policies/guidelines, communicate and train all its employees in order to foster a culture of compliance and obligation at every level of the organization.

1. Company's Philosophy on code of Corporate Governance

Your Company is committed to the principles of good Corporate Governance. In keeping view with this commitment, your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings and continuously endeavors to review strengthen and upgrade its systems and processes so as to bring in transparency and efficiency in its various business segments.

Through its corporate governance measures, the Company aims to maintain transparency in its financial reporting and keep all its stakeholders informed about its policies, performance and developments. Bombay Rayon Fashions Limited ("BRFL") will contribute to sustain stakeholder confidence by adopting and continuing good practices, which is at the heart of effective corporate governance.

Your Company's Board has empowered responsible persons to implement policies and guidelines related to the key elements of corporate governance viz. transparency, disclosure, supervision, internal controls, risk management, internal and external communications, high standards of safety, accounting fidelity, product and service quality. It has also set up adequate review processes.

2. Board of Directors

a) Composition of the Board:

The Company has an optimum combination of Executive and Non-Executive Directors. As on March 31, 2016, the Board comprised of 11 Directors, of which four Directors are Executive Directors and Seven Directors are Non-Executive Directors, of which five are independent directors and one is a Nominee Director appointed by State Bank of India.

b) Board Meetings:

During the year under review, 6 (Six) Meetings of the Board of Directors of the Company were convened on May 22, 2015, August 14, 2015, September 29, 2015, November 10, 2015, February 15, 2016 and March 30, 2016. The Previous Annual General Meeting of the Company was held on September 29, 2015.

The Company Secretary prepares the agenda and the explanatory notes, in consultation with the Managing Director and Executive Director – Finance and circulates the same in advance to the Directors. Every Director is free to suggest inclusions of items in the agenda. The Board meets at least once every quarter to review, inter alia, the quarterly results together with the Operations and Performance of the Company. Additional Meetings are held, whenever considered necessary. The draft minutes containing the proceedings of the Meeting of the Board, after incorporating the comments, if any, of the Directors are confirmed by the Board Members at their next Meeting and signed by the Chairman of the meeting. Senior Management Personnel are called to provide additional inputs for the items being discussed by the Board of Directors whenever necessary. The items in the Agenda are backed by comprehensive background information so as to enable the Board to take appropriate decisions. In addition to the information required as per Regulation 17 of listing regulation, approvals of the Board are taken for all major events. The Board also reviews the Compliance report of all laws applicable to the Company. The Managing Director keeps the Board appraise of the overall performance of the Company.

The composition of the Board and other relevant details relating to Directors are given below:

Name of Director & DIN	Category	No. of Board meetings attended during the year	Whether previous AGM attended	No. of other		
				Directorships*	Committee Memberships#	Committee Chairmanships\$
Mr. Janardhan Agrawal DIN: 00019497	Chairman, Promoter, Non-Executive; Non- Independent	1	No	3	-	1
Mr. Naseer Ahmed DIN: 00027095	Non-Executive; Independent	1	No	2	-	1
Mr. Aman Agrawal DIN: 00019534	Vice- Chairman, Promoter, Executive; Non- Independent	4	Yes	4	-	-
Mr. Prashant Agrawal DIN: 00019464	Managing Director, Promoter, Executive; Non- Independent	6	Yes	5	1	-
Mr. A. R. Mundra DIN: 00019234	Whole-time Director, , Executive; Non-Independent	6	Yes	1	2	-
Mr. Suresh Vishwasrao DIN: 00837235	Non-Executive; Independent	5	Yes	1	3	-
Mr. M. M. Agrawal DIN: 00681433	Non-Executive; Independent	4	No	6	2	2
Mr. A. Arumugham DIN: 00350163	Non-Executive; Independent	3	No	2	2	3
Mr. John Mathew DIN: 01632626	Non-Executive; Independent	6	Yes	1	3	-
Ms. Prachi Deshpande DIN: 02975271	Whole-time Director; Executive; Non-Independent	6	Yes	1	-	-
Mr. Narayanan Raja@ DIN: 00503400	Non-Executive; Nominee Director	2	No	4	2	-

Note: Except that Mr. Aman Agrawal & Mr. Prashant Agrawal being sons of Mr. Janardhan Agrawal, no other director is related whether directly or indirectly to any other director listed above.

* Directorships in Private Companies, Foreign Companies and the Companies under Section 8 of the Companies Act, 2013 are excluded.

\$ Memberships and Chairmanships of Audit Committee and Stakeholders Relationship Committee have been considered.

@ Mr. Narayanan Raja is a Nominee Director appointed by State Bank of India w.e.f. February 15, 2016.

c) Appointment / re-appointment of Directors:

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Aman Agrawal, Whole-time Director and Mr. Prashant Agrawal, Managing Director will retire by rotation at the ensuing Annual General Meeting and the necessary details of the said directors have been provided in Notice of AGM.

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Pursuant to the provisions of section 196, 197, 198 & 203 of the Companies Act, 2013, the term of appointment of whole time Directors, viz Mr. Aman Agrawal as the Whole-time Director, designated as Vice Chairman, Mr. Prashant Agrawal as the Managing Director, Mr. A. R. Mundra Executive Director-Finance, & Ms. Prachi Deshpande Director-Secretarial & Corporate Affairs expired on 31st May, 2016. The Board recommends their respective re-appointment a further tenure of three years commencing from 1st June, 2016.

d) Details pertaining to the Non-Executive Directors' Shareholding, Compensation and disclosures:

Apart from sitting fees for attending Board & Committee meetings, no other fees or commission is paid to the Non-Executive Independent Directors during the financial year.

In accordance with the Special resolution passed by Shareholders of the Company at their Annual General Meeting held on September 15, 2011, Mr. Janardhan Agrawal, the Non – Executive Chairman is entitled for a commission @ 1% of the net profits. However, in view of low profits for the financial year ended 31st March, 2016, no commission has been paid.

The detail of shareholding of Non-executive Directors provided as under:

Except Janardhan Agrawal holding 7576140 equity shares of the company, No other non-executive director hold any shares in the company.

Familiarisation Programme For Directors

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected from him as a Director of the Company. The Director is also explained in detail the Compliance required from him under Companies Act, 2013, Listing Regulation and other various statutes and an affirmation is obtained. The Chairman and Managing Director also has one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's and its subsidiaries/associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters. The details of the familiarization programme for Directors are available on the Company's website is www.bombayrayon.com and the web link for the same is as follows <http://www.bombayrayon.com/pdfs/familiarization.pdf>.

3. Audit Committee

a. Brief Description of Audit Committee:

The Board has constituted Audit Committee with well-qualified members. All Members of the Audit Committee possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors and the Board of Directors and oversees the financial reporting process.

Audit Committee of the Company has been constituted and its composition is in accordance with the provisions of Section 177 of the Companies Act, 2013, and in terms with Regulation 18 of Listing Regulation with Stock Exchanges.

b. Terms of Reference of the Audit Committee:

The role of the Audit Committee shall include the following:

- I. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- II. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- III. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

- IV. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified opinion(s) in the draft audit report;
- V. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- VI. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- VII. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- VIII. Approval or any subsequent modification of transactions of the listed entity with related parties;
- IX. Scrutiny of inter-corporate loans and investments;
- X. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- XI. Evaluation of internal financial controls and risk management systems;
- XII. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- XIII. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- XIV. Discussion with internal auditors of any significant findings and follow up there on;
- XV. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- XVI. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- XVII. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- XVIII. To review the functioning of the whistle blower mechanism;
- XIX. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

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XX. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The Audit Committee shall mandatorily review the following information:

- i. Management discussion and analysis of financial condition and results of operations;
- ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses;
- v. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee and ;
- vi. Statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

c. Composition of Audit Committee and Number of Meetings Attended:

Four meetings of the Audit Committee were held during the financial year. These were held on 22nd May, 2015, 14th August, 2015, 10th November, 2015 and 15th February, 2016. The attendance of each committee member was as under:

Sr. No.	Name of the Committee Members	Designation	No. of meeting held during the year	No. of meetings attended
1.	Mr. A. Arumugham	Chairman	4	3
2.	Mr. Suresh Vishwasrao	Member	4	3
3.	Mr. A. R. Mundra	Member	4	4
4.	Mr. John Mathew	Member	4	3

The Audit Committee invites Senior Executives, Representatives of the Statutory Auditors of the Company & Head of the Internal Audit Department, whenever it considers appropriate, in the meetings. The Company Secretary of the Company acted as the Secretary of the Committee for the financial year 2015-16.

4. Nomination and Remuneration Committee (“NRC”)

a) Brief description of Terms of reference:

The Nomination and Remuneration Committee of the Company has been constituted and its composition is in accordance with the provisions pursuant to Regulation 19 of Listing Regulation and Section 178 of the Companies Act, 2013.

The Committee has the mandate to review and recommend compensation/ remuneration payable to the Managing Director, Whole-time Directors and Senior Management of the Company. Its function also includes administering of the Company's Stock Option Plans, if any, including the review and grant of the Stock Options to eligible employees under plans, as and when necessary. The Committee reviews the performance of the Managing Director, Whole-time Directors and Senior Management of the Company for the abovementioned purpose and may have requisite parameters as it may deem fit.

In addition to the above role, Committee also perform the following other roles:

- I. to formulate criteria for determining qualifications, positive attributes and independence of a Director and oversee the succession management process for the Board and senior management employees;
- II. to recommend the Board a policy relating to the remuneration of the Directors, KMPs and other employees of the Company;
- III. to formulate criteria for evaluation of Independent Director and the Board;
- IV. to devise a policy on Board Diversity;
- V. to carry out evaluation of every Director's performance;
- VI. to Identify persons who are qualified to become Director and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and;
- VII. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

b) Composition of Nomination and Remuneration Committee and the number of meetings attended:

During the financial year ended 31st March, 2016, this Committee had 2(Two) meetings i.e. May 22, 2015 and November 10, 2015 in which following members of the Committee has attended the meeting.

Sr. No.	Name of the Committee Members	Designation	No. of meeting held during the year	No. of meetings attended
1.	Mr. Naseer Ahmed	Chairman	2	1
2.	Mr. Suresh Vishwasrao	Member	2	1
3.	Mr. A. Arumugham	Member	2	1
4.	Mr. John Mathew	Member	2	1

c) Performance Evaluation Criteria for Independent Directors:

The Board of Directors has formulated performance evaluation criteria of Independent Directors of the Company. The Performance Evaluation of Independent Directors is carried out on the basis of performance evaluation criteria including their role and responsibilities, expertise, skills, leadership qualities, understanding of business, strategic direction to align company's value and standards, effective decision making ability, Initiative on knowledge updates and internal controls.

As required under Section 149 of the Companies Act, 2013 read with Schedule IV to the Act and Regulation 25 of Listing Regulations, the Meeting of Independent Directors of the Company was held on February 15, 2016 inter-alia to review the performance of non-independent Directors and Board as a whole, the Chairperson of the Company to assess the quality, quantity and flow of information between the management and the board. Such meeting was attended by all the Independent Directors of the Company.

5. Remuneration of Director

- i. There are no pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the listed Company;
- ii. The Company does not make any payments to Non-Executive Directors except sitting fees for attending Board/Committee Meetings;
- iii. Executive and Non-Executive Directors:

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Except the Chairman of the Company, all the Non-executive Directors receive sitting fees for attending Board Meetings, Audit Committee Meetings and Nomination and Remuneration Committee Meetings. The sitting fees paid, are within the limits prescribed under the Companies Act, 2013 read with the relevant Rules. The sitting fees for the first board & committee meetings i.e. on 22nd May, 2015 was Rs. 10,000/- and thereafter it was increased to Rs. 20,000/-.

Details of the sitting fees paid during the financial year 2015-16 are as under:

Name of the Director	Sitting fees paid (Amount in Rs.)		
	Board Meeting	Nomination and Remuneration Committee	Audit Committee
Mr. Naseer Ahmed	10,000	10,000	10,000
Mr. Suresh Vishwasrao	90,000	50,000	10,000
Mr. M. M. Agrawal	70,000	0	0
Mr. A. Arumugham	60,000	60,000	20,000
*Mr. John Mathew	1,10,000	60,000	20,000
*Mr. Narayanan Raja (Nominee Director)	40,000	0	0

*Mr. John Mathew and Mr. Narayanan Raja were appointed w.e.f. 22nd May, 2015 and 15th February, 2016 respectively.

Mr. Janardhan Agrawal, the Chairman of the Company is entitled to receive Commission of 1% of the net profits of the Company as per the approval received from shareholders at their meeting held on September 15, 2011. However, In view of less profits for the year ended 31st March, 2016, no commission was paid to the Chairman.

Mr. Aman Agrawal, Whole-time Director & Vice Chairman, Mr. Prashant Agrawal, Managing Director, Mr. A.R. Mundra, Executive Director – Finance and Ms. Prachi Deshpande, Director-Secretarial and Corporate Affairs are the Executive Directors of the Company.

Details of remuneration paid to the Executive Directors of the Company during the year ended March 31, 2016 is as under:

(Rs.in Crores)

Name of the Executive Directors	Designation	Salary & Allowances	Contribution to PF	Total
Mr. Aman Agrawal	Whole-time Director & Vice-Chairman	2.21	0.16	2.37
Mr. Prashant Agrawal	Managing Director	2.21	0.16	2.37
Mr. A. R. Mundra	Executive Director-Finance	0.36	0.03	0.39
Ms. Prachi Deshpande	Director-Secretarial and Corporate Affairs	0.19	0.01	0.20

None of the above mentioned Directors of the Company is receiving any fixed components and performance linked incentives on the basis of the performance criteria or by way of services contract. Further to that, Stock option was also not provided to any of the Directors during the period.

6. Stakeholders Relationship Committee

In order to provide quality and efficient services to the investors and to align & streamline the process of share transfer/transmission, Committee is responsible for transfer/transmission of shares, satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services. The Committee is headed by Mr. Janardhan Agrawal, Chairman and Ms. Prachi Deshpande, Company Secretary is the Compliance officer of the Company who oversees the redressal of investor grievances.

The Composition of Stakeholders Relationship Committee was consisting of following members:

1. Mr. Janardhan Agrawal	Chairman
2. Mr. Prashant Agrawal	Managing Director
3. Mr. A. R. Mundra	Executive Director – Finance

During the financial year ended 31st March, 2016, this Committee had 4 (Four) meetings i.e. May 22, 2015, August 14, 2015, November 10, 2015 and February 15, 2016 in which following members of the Committee has attended the meetings:

Name of Committee Members	Designation	No. of meetings held during the year	No. of meetings attended
Mr. Janardhan Agrawal	Chairman	4	1
Mr. Prashant Agrawal	Member	4	4
Mr. A. R. Mundra	Member	4	4

Details of Investors' Grievances received, solved and pending during the year.

Quarter Ended	Pending at the beginning of the quarter	Received during the quarter	Disposed of during the quarter	Remaining during the quarter
30 th June, 2015	Nil	Nil	Nil	Nil
30 th September, 2015	Nil	Nil	Nil	Nil
31 st December, 2015	Nil	Nil	Nil	Nil
31 st March, 2016	Nil	Nil	Nil	Nil

During the year, there were few requests from shareholders for routine corporate actions viz., Change of address/supply of copy of AnnualReport/Splitting/Consolidation/Dematerialisation and Rematerialisation of Shares etc. All requests or complaints received directly from investors, NSE, BSE and SEBI (SCORES) were attended promptly and none of the requests or complaints was pending at the end of the year.

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7. General Body Meetings

- i) Venue, time and date of holding of the last three Annual General Meetings (AGM) together with the Special resolutions passed there at are as under:

Financial Year	a. Date b. Time c. Venue of AGM	Special Resolutions passed
2014-15	a. 29 / 09 / 2015 b. 4.00 P.M. c. Sheila Raheja Hall” Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai -400 049	a. Approval for Alteration in the Articles of Association of the Company; b. Approval for mortgage, pledge, hypothecate or charge, in addition to the existing mortgages, hypothecation(s) and charges created up to an amount not exceeding Rs. 7,000 Crores; c. Approval of borrowing power not exceeding an amount of Rs. 7,000 crores over and above the paid-up capital, free reserves and securities premium account; d. Approval for Increase in Authorized Share Capital upto Rs. 200 Crores; e. Approval for payment of Remuneration to Key Managerial Personnel.
2013-14	a. 27 / 09 / 2014 b. 12.30 P.M. c. Kilachand Conferenece Room, Indian Merchant Chambers, Churhgate, Mumbai-400 020	Approval and Adoption of New Set of Articles of Association.
2012-13	a. 27 / 09 / 2013 b. 4.00 P.M. c. Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai 400 020	a. Re-appointment of Mr. Aman Agrawal as a Whole-time Director designated as Vice-Chairman of the Company; b. Re-appointment of Mr. Prashant Agrawal as a Managing Director of the Company; c. Re-appointment of Mr. Uday Mogre as a Whole-time Director designated as Executive Director of the Company; d. Re-appointment of Mr. A. R. Mundra as a Whole-time Director designated as Executive Director- Finance of the Company.

- ii) During the financial year 2015-16, the Company had passed one resolution through postal ballot for alteration of Articles of Association of the Company by way of insertion of new Articles 65(iii) and 65(iv) after existing Article 65(ii) in the Articles of Association of the Company after seeking approval of members, the results of such resolution was declared on January 8, 2016.

The said resolutions were passed through Postal Ballot and Shareholders of the Company were provided e-Voting facility for casting their votes electronically on the said resolutions.

Voting Pattern and Procedure for Postal Ballot:

- i) The Board of Directors of the Company vide resolution passed by the at their meeting held on November 10, 2015, had appointed Mr. Himanshu S. Kamdar as the Scrutinizer for conducting the postal ballot voting process.
- ii) The Company had completed the dispatch of the Postal Ballot Notice dated November 10, 2015, together with the Explanatory Statement on November 10, 2015, along with forms and postage prepaid business reply envelopes to all the shareholders whose name(s) appeared on the Register of Members/list of beneficiaries as on November 27, 2015.
- iii) The voting under the postal ballot was kept open from Tuesday, December 8, 2015 at 9.00 am till Wednesday, January 6, 2016 at 5.00 pm. (either physically or through electronic mode).

- iv) Particulars of postal ballot forms received from the Members using the electronic platform of CDSL were entered in a register separately maintained for the purpose.
- v) The postal ballot forms were kept under safe custody of the scrutinizer in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- vi) All postal ballot forms received/receivable up to the closure of working hours on January 6, 2016, the last date and time fixed by the Company for receipt of the forms, had been considered for his scrutiny.
- vii) Envelopes containing postal ballot forms received after closure of working hours on January 6, 2016 had not been considered for his scrutiny.
- viii) On January 8, 2016, Mr. Janardhan Agrawal, Chairman announced the following results of the postal ballot as per the Scrutinizer's Report.

Details of voting pattern of the above mentioned resolutions are as under:

Resolution No.	Total number of valid Votes	No. of Shares in favour of resolution	Percentage (%)	No. of Shares dissenting the Resolution	Percentage (%)
1.	37,695,241	37,694,641	*100	600	0

*Rounded off to 100

8. Means of Communication

The quarterly, half-yearly and yearly financial results of the Company are published in newspapers in compliance with the provisions of Clause 41 of the Listing Agreement (in force upto 30th November 2015) and Regulation 33 of Listing Regulations, 2015. Details of publication of financial results for the year under review are given below:

Description	Date of Board Meeting	Date of Publication	Name of Newspaper	Language
Un-audited Financial Results for the quarter ended June 30, 2015	14 / 08 / 2015	15 / 08 / 2015	The Financial Express Navshakti	English Marathi
Un-audited Financial Results for the quarter/ half year ended September 30, 2015	10/11/2015	11 / 11 / 2015	The Economic Times Maharashtra Times	English Marathi
Un-audited Financial Results for the quarter ended December 31, 2015	15 / 02 / 2016	17 / 02 / 2015	The Economic Times Maharashtra Times	English Marathi
Audited Financial Results for the quarter and financial year ended March 31, 2016	20 / 05 / 2016	22 / 05 / 2016	The Financial Express Nav shakti	English Marathi

- The Financial results, official news releases and the presentations made to Institutional Investors and Analysts, if any, are also displayed on the Company's website www.bombayrayon.com in addition to same being disseminated by the National Stock Exchange of India Limited (NSE) on www.nseindia.com and BSE Limited (BSE) on www.bseindia.com as the copies of the financial results and official press releases are sent to the Stock Exchanges from time to time.
- Management Discussion and Analysis Report forms a part of this Annual Report.

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9. General Shareholder Information.

a) Annual General Meeting:

Date	23 rd September 2016
Time	11.30 a.m.
Venue	1 st Floor Sheila Raheja hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai-400 049
Financial Year ended	1 st April 2015 to 31 st March 2016
Book Closure date	16 th September, 2016 to 23 rd September, 2016
Registered Office	D-1 st Floor, Oberoi Garden Estates, Chandivali Farms Road, Chandivali, Andheri (East), Mumbai - 400 072 E-mail: investors@bombayrayon.com Web-site: www.bombayrayon.com Tel No.: 022-39858800 Fax No.: 022-39858700
List of Stock Exchanges and fees paid	1) National Stock Exchange of India Limited (NSE) Address: Exchange Plaza, 5th Floor, Plot No.C/1, G. Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051. 2) BSE Limited (BSE) Address: Phiroze Jeejeebhoy Tower, Dalal Street Mumbai - 400 001. The Company has paid Annual Listing Fees for F.Y. 2016-2017 to both the Stock Exchanges.
Stock Code	NSE: BRFL
	BSE: 532678
ISIN of Company' Equity Shares:	INE589G01011
Corporate Identification Number (CIN)	L17120MH1992PLC066880

b) Financial reporting for the quarter/year ending (tentative and subject to change):

For the Quarter ended	Tentative Date
June 30, 2016	By September 14, 2016*
September 30, 2016	By December 14, 2016*
December 31, 2016	By February 14, 2017
March 31, 2017	By May 30, 2017

*SEBI Notification dated ref; CIR/CFD/FAC/62/2016, 5th July, 2016.

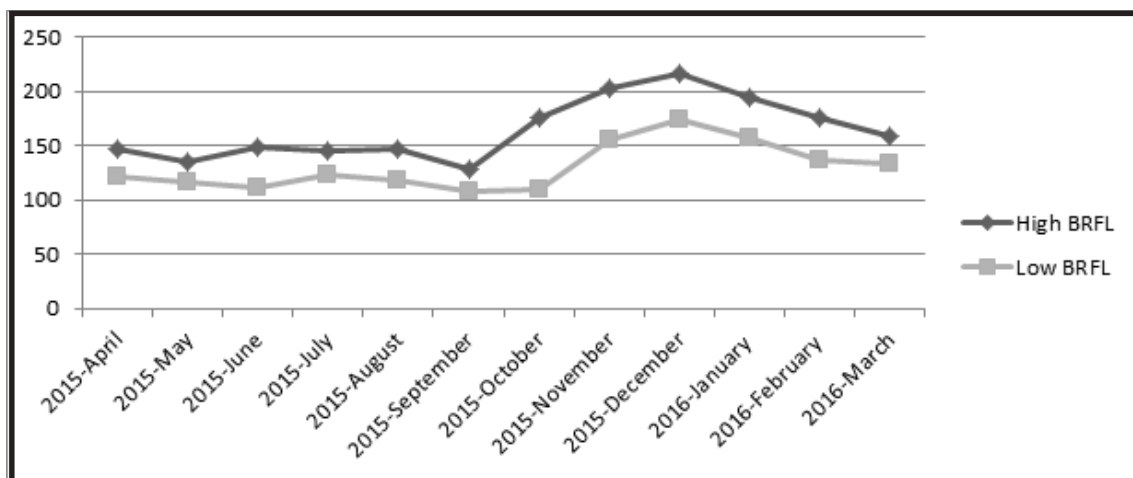
c) **Stock Market Price Data:**

Monthly high and low prices of the Company’s Equity Shares and performance in comparison to BSE Sensex and NSE Nifty from April, 2015 to March, 2016 are noted herein below:

A. BSE LIMITED & NATIONAL STOCK EXCHANGE OF INDIA LIMITED

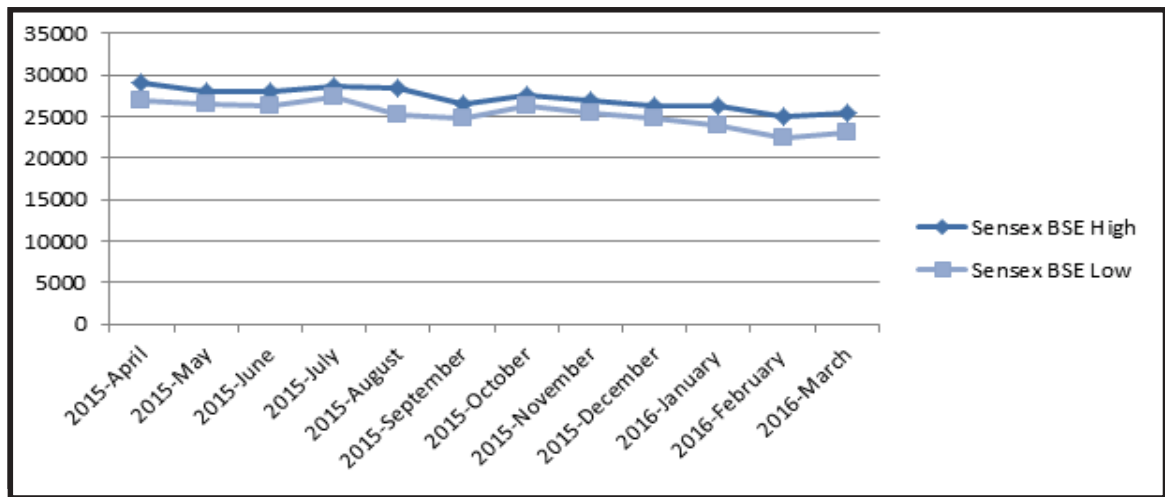
Month	BRFL ON BSE		BSE Sensex		No. of Share Trade	BRFL ON NSE		NIFTY		No. of Shares Trade
	High	Low	High	Low		High	Low	High	Low	
April-15	147.10	122.00	29094.61	26897.54	655340	148.05	123.45	8844.8	8144.75	279776
May-15	134.80	117.10	28071.16	26423.99	114368	134.95	121.15	8489.55	7997.15	408131
June-15	149.10	111.00	27968.75	26307.07	49747	149.85	109.50	8467.15	7940.3	118253
July-15	145.80	123.50	28578.33	27416.39	77846	146.25	127.00	8654.75	8315.4	47929
Aug-15	147.00	117.80	28417.59	25298.42	186439	150.00	115.00	8621.55	7667.25	55838
Sep-15	129.00	108.00	26471.82	24833.54	39737	133.80	107.00	8055	7539.5	34590
Oct-15	176.00	110.00	27618.14	26168.71	448037	176.70	117.00	8336.3	7930.65	3020272
Nov-15	202.60	155.00	26824.3	25451.42	573041	215.00	153.35	8116.1	7714.15	1886761
Dec-15	216.00	173.80	26256.42	24867.73	420635	200.95	173.50	7979.3	7551.05	994377
Jan-16	195.00	156.40	26197.27	23839.76	418443	191.70	157.75	7972.55	7241.5	567586
Feb-16	175.00	136.90	25002.32	22494.61	274683	174.75	136.75	7600.45	6825.8	527569
Mar-16	158.80	133.10	25479.62	23133.18	1870647	160.70	133.65	7777.6	7035.1	3283986

Performance in comparison to broad-based indices viz. BSE Sensex



BRFL Share price on BSE

Bombay Rayon Fashions Limited



BSE SENSEX

- d) **Registrar and Share Transfer Agent:**
For both Physical and Demat (Common Registry)

[Link Intime India Private Limited](#)

C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West),
Mumbai - 400 078
Tel: 022 - 2596 3838
Fax: 022 - 2594 6969
Website: www.linkintime.co.in
Email Id: rnt.helpdesk@linkintime.co.in

- e) **Share Transfer System:**

Shares sent for physical transfer are generally registered and returned within a period of 15 days from the date of receipt, if the documents are in order. The Stakeholder Relationship Committee meets as often as required. As per the requirements of Clause 49 of the Listing Agreement (in effect upto 30th November 2015) Regulation 40 of Listing Regulations and to expedite the process of share transfers, the Board has delegated powers of share transfer to the Stakeholder Relationship Committee (erstwhile Share Transfer Committee) comprising of Mr. Janardhan Agrawal, Non-executive Director, Mr. Prashant Agrawal, Whole-time Director and Mr. A.R. Mundra, Whole-time Director, who shall attend to matters pertaining to share transfer once in a fortnight, as may be required.

f) **Distribution of Shareholding:**

Distribution of Shareholding as at March 31, 2016:

No. of Equity Shares held	Shareholders		Shares	
	Number	%	Number	%
1- 500	5922	94.71	464905	0.35
501-1000	117	1.87	96260	0.07
1001-2000	62	0.99	88333	0.07
2001-3000	24	0.38	62670	0.05
3001-4000	6	0.10	21158	0.01
4001-5000	9	0.14	42488	0.03
5001-10000	27	0.43	205190	0.15
10001 and above	86	1.38	133618996	99.27
TOTAL	6253	100.00	13,46,00,000	100.00

Category wise Shareholding as at March 31, 2016:

Category of Shareholder	No. of Shares	% of Total Share Capital
Promoter Group	123887180	92.04
Mutual Funds and UTI	0	0
Banks/Financial Institutions/ Insurance Companies	681873	0.51
Central Government	10	0
Foreign Institutional Investors	1045821	0.78
Private Corporate Bodies	6916849	5.14
Non-Resident Indians	43239	0.03
Clearing Member	289870	0.22
Public	1655158	1.23
Foreign Company	-	-
Depository Receipts	-	-
Other Foreign Portfolio Investor	80000	0.06
TOTAL	13,46,00,000	100

Bombay Rayon Fashions Limited

g) Dematerialization of Shares and Liquidity:

The Equity Shares of the Company are compulsorily traded in dematerialized form as mandated by the Securities and Exchange Board of India (SEBI). The Company has connectivity with National Securities Depository Limited (NSDL) as well as the Central Depository Services (India) Limited (CDSL) for Demat facility. As on 31st March, 2016, 99.97% of the total Equity Capital was held in the demat form with NSDL and CDSL.

Physical and Demat Shares as on March 31, 2016		
	No. of Shares	Percent
Held in dematerialised form in NSDL	13,31,49,039	98.922
Held in dematerialised form in CDSL	14,46,657	1.075
Physical Shares	4,304	0.003
Total	13,46,00,000	100

h) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date, likely impact on equity:

There are no GDRs/ADRs/Warrants or any Convertible Instruments pending conversion or any other instrument likely to impact the equity share capital of the Company.

i) Plant Locations:

FACTORY LOCATION

WEAVING AND YARN DYEING

- Maharashtra – Navi Mumbai, Sonale and Tarapur, Dist. Thane
- Silvassa
- Karnataka – Bangalore

PROCESSING

- Maharashtra -Tarapur
- Karnataka - Bangalore

GARMENTING

- Maharashtra – Navi Mumbai, Islampur, Latur, Ichalkaranji and Osmanabad
- Karnataka - Bangalore
- Tamilnadu - Chennai
- Kerala – Thiruvannthapuram

j) Address for Correspondence:

Link Intime India Pvt. Ltd.	Secretarial & Legal Department
C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup, Mumbai - 400 078. Tele: 022 – 2596 3838 Fax: 022 – 2594 6969 / 2596 0329 Website: www.linkintime.co.in E-mail: rnt.helpdesk@linkintime.co.in	Bombay Rayon Fashions Limited, D-1 st Floor, Oberoi Garden Estates, Chandivali Farms Road, Chandivali, Andheri (East), Mumbai - 400 072. Tel: 022 – 3985 8800/ 61068800, Fax: 022 – 3985 8700 Web-site: www.bombayrayon.com E-mail: investors@bombayrayon.com

10. Disclosures

i. Related Party Transactions:

During the year under review, apart from the transactions reported in Notes to accounts, there were no related party transactions with the Promoters, Directors, Management, Subsidiaries and other Related Parties. None of the contracts/transactions with Related Parties had a potential conflict with the interest of the Company at large. The interest of Director, if any, in the transactions are disclosed at Board Meetings and the interested Director does not participate in the discussion or vote on such transactions. Details of transactions with related parties are placed before the Audit Committee on a quarterly basis. All transactions entered into between the Company and Related Parties were in the ordinary course of business and at arm's length.

ii. Compliances by the Company:

The company has complied with the requirements of the Stock Exchanges, SEBI or any other statutory authority on any matter related to capital markets during the last financial year (2015-16) and no penalties, strictures have been imposed against it by such authorities during such period.

iii. Whistle Blower Policy and Access of personnel to the Audit Committee:

The Company has set up a Vigil mechanism by way of a Whistle Blower Policy as required under Section 177(9) the Companies Act, 2013. The Company's personnel have access to the Chairman of the Audit Committee in exceptional circumstances. No person of the Company has been denied access to the Audit Committee and there are no instances of any such access.

iv. Discretionary Requirements under Regulation 27 of Listing Regulation:

The status of compliance with discretionary recommendations of the Regulation 27 of the Listing Regulations with Stock Exchanges is provided below:

Non-Executive Chairman's Office: Chairman's office is separate from that of the Managing Director & CEO.

Shareholders' Rights: As the quarterly and half yearly financial performance along with significant events are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders separately.

Modified Opinion in Auditors Report: The Company's financial statement for the year 2015-16 does not contain any modified audit opinion.

Separate posts of Chairman and Managing Director: The Chairman of the Board is a Non-executive Director and his position is separate from that of the Managing Director.

Reporting of Internal Auditor: The Internal Auditor reports directly to the Audit Committee.

v. Web-site:

The Company's Web-site www.bombayrayon.com contains a special dedicated section 'Investor Relations' where the information pertaining to the Financial Results, Shareholding Pattern, Corporate Governance, Annual Reports, Listing Information, policies etc. is available and can be downloaded.

vi. web-link for policies

SR.no.	Name of Policy	Web-Link
1.	Policy for determining 'material' subsidiaries	www.bombayrayon.com
2.	Policy on dealing with related party transactions	www.bombayrayon.com

vii. Commodity price risk/ foreign Exchange Risk and Hedging:

The Company did not engage in any hedging activities.

Bombay Rayon Fashions Limited

11. Compliance with Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with corporate governance requirements specified in regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations, except Regulation 25 (6).

12 Code of Conduct

The Company has laid down a Code of Conduct for the Members of the Board and the Senior Management in accordance with the Regulation 17(5) of Listing Regulations. All the members of the Board and the Senior Management have affirmed compliance with the Code of Conduct as on 31st March, 2016 and a declaration to that effect signed by the Managing Director is enclosed and forms a part of this Report. **(Annexure VI C)**

The code of conduct has been hosted on the website of the Company at www.bombayrayon.com.

i. Risk management policy:

The Company has laid down procedures for risk assessment and its minimization. These are reviewed by the Board to ensure that the management manages the risk through a properly defined framework.

ii. CEO/CFO Certification:

A Certificate signed by Mr. Prashant Agrawal, Chief Executive Officer and Mr. A. R. Mundra, Chief Financial Officer was placed before the Board of Directors at its meeting held on May 20, 2016 in compliance with Regulation 17(8) of Listing Regulations is attached to this report and marked as **Annexure VI B**.

iii. Detail of shares lying in Suspense account:

Pursuant to Schedule V (F) of Listing Regulations the details are as following:

Unclaimed Shares as on April 1, 2015		Details of Shareholders approached during the Financial Year 2015-16 for the claiming of shares		Details of Shareholders to whom the shares have been transferred during the Financial Year 2015-16		Unclaimed Shares as on March 31, 2016*	
No. of share holders	No. of Shares	No. of share holders	No. of Shares	No. of share holders	No. of Shares	No. of share holders	No. of Shares
6	634	-	-	-	-	6	634

*Note: The Shareholders may please note that the voting rights on the said shares shall remain frozen till the rightful owner of such shares claims the same.

13. Shares held in Electronic Form

The members holding shares in electronic mode should address their correspondence to their respective Depository Participant regarding change of address, change of bank account mandate and nomination. While opening Accounts with Depository Participants (DP's), you may have given your Bank Account details, which will be used by the Company for printing on dividend warrants for remittance of dividend. However, members who wish to receive dividend in a Bank Account, other than the one specified while opening the Depository Account, may notify DP's about any change in bank account details. Members are requested to furnish complete details of their bank accounts including MICR codes of their Banks to their DP's.

14. Shares held in Physical Form

In order to provide protection against fraudulent encashment of dividend warrants, the members are requested to provide, if not provided earlier, their bank Account numbers, names and address of the Bank, quoting Folio numbers to the Company's Registrar and Transfer Agent to incorporate the same on the dividend warrants.

Annexure VI A AUDITOR CERTIFICATE

To ,
The Members of
Bombay Rayon Fashions Limited

We have examined the compliance of conditions of Corporate Governance by **Bombay Rayon Fashions Limited** for the year ended March 31, 2016, as stipulated in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25 (excluding regulation 25(6)), 26, 27, and clause (b) to (i) of subregulation (2) of regulation 46 and para C,D and E of Schedule V of the securities and exchanges board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 (collectively referred to as " SEBI listing Regulations, 2015).

The compliance of conditions of Corporate Governance is the responsibility of the company's management. Our examination was carried out in accordance with guidance note on certifications of Corporate Governance, issued by the institute of Chartered Accountants of India and was limited to procedures and implementation there of, adopted by the company for ensuring the compliance of the conditions of corporate Governance. It is neither an audit nor an expression opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR **V.K. BESWAL & ASSOCIATES**
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO.101083W

CA K.V. BESWAL
PARTNER
MEMBERSHIP NO.131054

Place : Mumbai
Date : 5th August , 2016

Annexure VI B CEO & CFO CERTIFICATE

We, Prashant Agrawal, Managing Director and A. R. Mundra, Executive Director- Finance of BOMBAY RAYON FASHIONS LIMITED, to the best of our knowledge and belief, certify that:

- I. We have reviewed Financial statements and the cash flow statement for the year ended 31st March, 2016 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- II. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- III. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit Committee, deficiencies in the design or operation of such internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- IV. We have indicated to the Auditors and audit committee -:
 - Significant changes in internal control over financial reporting during the year;
 - Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements ; and
 - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Prashant Agrawal
Managing Director

A. R. Mundra
Executive Director-Finance

Place : Mumbai

Date : 20th May, 2016

Annexure (VI) C

DECLARATION REGARDING COMPLIANCES OF COMPANY'S CODE OF CONDUCT BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL OF COMPANY:

This is to confirm that the company has adopted a Code of Conduct for its Directors and Senior Management Personnel of the company.

I confirm on the basis of declarations received, that the Directors and Senior Management Personnel of the company have complied with the Code of Conduct of company in respect to Financial Year ended on 31st March, 2016.

For the purpose of this declaration, Senior Team Management Members comprise of the category of General Manager and above including all functional heads.

Place : Mumbai

Date : 20th May, 2016

Prashant Agrawal
Managing Director

Annexure VII

Management Discussion and Analysis

INDUSTRY STRUCTURE AND DEVELOPMENT:

Indian economy has continued to consolidate the gains achieved in restoring macroeconomic stability. Inflation, fiscal deficit, and current account deficit have declined, rendering India a relative heaven of macro stability in these turbulent times. Economic growth appears to be recovering, albeit at varying speeds across sectors. The Indian economy expanded 7.3% in FY 15-16, marginally higher than 6.9% recorded in the previous year. This demonstrates a soft recovery; and is expected to grow 7.6-8.0% in 2016-17. In this context, it is pertinent to mention that over the years, India has become increasingly entwined with the world.

India's long-run potential GDP growth is substantial, about 8-10 percent; but its actual growth in FY 2016-17 will depend upon a range of domestic and global factors. First, slow investment recovery amid balance sheet adjustments of corporates is likely to hinder investment demand. Secondly, with capacity utilization in the organised industrial sector estimated at 72.5%, revival of private investment is expected to be hesitant. Thirdly, global output and trade growth remain tepid, dragging down net exports. On the positive side, the government's 'start-up' initiative, strong commitment to fiscal targets, and the thrust on bolstering infrastructure could brighten the investment climate. Household consumption demand is expected to benefit from the Pay Commission award, continued low commodity prices, past interest rate cuts, and measures announced in the Union Budget 2016-17 to transform the rural sector. Consumer confidence remains upbeat, while the corporate sector's expectations of business conditions remain positive.

In the 2016 Union Budget, the GOI announced measures to incentives value addition by making changes in customs and excise duty rates on certain inputs, raw materials, and intermediate or component goods. In addition the budget called for simplifying procedures, so as to reduce costs and improve domestic industry competitiveness under the "Make in India" program.

India's current trade policy also supports textile exports such as an excise duty on branded readymade garments, and yarn. In addition, import duties on specified fibers, yarns and fabrics that are imported for manufacturing of garments and for re-export have been reduced. They announced that the textile benefits are less targeted on increasing domestic consumption. Firms with export oriented unit status and firms importing against an advance export license will receive a duty drawback on imports of raw materials for the export of value-added goods.

According to the GOI, India ranks third in global exports of textiles and sixth in global exports of clothing with market shares of 5.3 percent and 3.3 percent respectively. The United States and China are the top markets for textile exports with Bangladesh emerging as a strong market. Cotton and cotton blend- textile exports account for 45 percent of total textile exports. Cotton ready-made garments account for the major share of cotton textile exports followed by cotton yarn and cotton fabric. Cotton yarn exports have been on OGL (i.e., not subject to quotas) since April 2011.

For the GOI 2016/17 fiscal year (Apr/Mar), the government continued major schemes in an effort to:

- 1) **Promote the export of value-added cotton textiles;**
- 2) **Ensure affordable credit;**
- 3) **Technology improvement;**
- 4) **Skill development and;**
- 5) **Duty relief for the textile sector.**

The policy, which is based on the theme 'Cotton to Cloth, Farm to Fashion', has been chalked out keeping the three lakh farmers in the cotton belt, spread across 14 districts of Maharashtra, in mind. The government's strategy to ensure increased participation by big investors in the state's textile industry is to provide up to 25 to 30 percent incentives to self-financed investors.

Bombay Rayon Fashions Limited

COMPANY STRUCTURE AND DEVELOPMENT:

BRFL is a vertically integrated textile company, engaged in the manufacture of a wide range of fabrics and garments from state of the art production facilities. Apart from being the largest Shirt manufacturer in India, the Company has successfully evolved into a multi-fiber manufacturing company producing fabrics such as Cotton, Polyester, Tencel, Modal, Lycra, Linen, various blends, yarn dyed fabric, printing techniques, finishing, processing, weaving, stitching are a mark of excellence making every piece of fabric perfect. With fabric manufacturing facilities of 100 million meters per annum, garment manufacturing facilities of 60 million pieces per annum, being expanded to 90 million pieces per annum and a strong Manpower, BRFL is today one of the most sought after brands in the Indian as well as International fashion markets. In addition to this the Company has also introduced Linen fabric under the trade mark Linen Vogue.

Clothing is one of the strongest human desires. A desire to be different. A desire to look beautiful. A desire to be comfortable. A desire to make a statement. A desire that is fulfilled by that perfect piece of fabric called 'BRFL'. Woven with passion, our fabrics speak a story of novelty. BRFL has grown phenomenally and the reason has been our customers. Inspired towards betterment, we now possess the latest knowhow and technology for yarn dyeing, fabric weaving, processing and garment manufacturing. BRFL is one of India's most dynamic and professionally managed textile groups. No wonder, we are well renowned in the fashion export industry worldwide. With over 200 million meters per annum of fabric manufacturing facilities and over 45 million pieces per annum of garment manufacturing facilities, BRFL is a rapidly growing textile company with human resources.

The turnover of your company stood at Rs.4171.62 cr as against Rs. 3532.67 cr in financial year ended on 31st March, 2015 registering an increase by 18%. The Company has earned a profit of Rs. 48.85 cr for the year 2015-16 in comparison to loss of Rs. 78.74 cr for the year 2014-15.

RISK AND CONCERNS:

The fluctuation in the currency especially against the dollar is becoming problematic for long term booking of order. Cotton prices are increasing regularly as there are other input costs including power and logistics. Natural Gas has become so much costlier that its use as a source of power has become prohibitive which can cause a serious concern in the way ahead.

The Company is exposed to the different business risks like credit risk, market risk, regulatory risk and interest rate risk etc. With a view to efficiently manage all such risk the company has put various risk management system and practices. There is a set-up of risk policies implemented and monitored by the different committees within the broad policy framework.

SWOT Analysis of Indian Textile Industry:

India's textile industry is one of the world's leading textile industries. Few years back, this industry came under the unorganized sector, but this scene got completely revolutionized after the Indian economy's liberalization.

Right after liberalization, the textile industry in India got the much-needed push, and today it is counted as one of the largest industries in the world. Till date, only China is one nation that could match up to the competitiveness of the Indian textile industry.

Strengths

- The Indian textile industry is autonomous and self-governing.
- There is easy availability of low cost and proficient manpower that contributes extensively in the growth of the industry.
- Raw material is easily accessible – this acts as a major contributing factor in controlling the costs and minimizes the operational effort.
- The economy is growing rapidly and one can observe a potential international and domestic market.
- The fiber industry is growing at a rapid speed as large varieties of cotton fiber are available easily.
- The industry has an added advantage of having numerous segments which help in the provision of a huge variety of products.

Weaknesses

- The textile industry of India is one of the highly disintegrated industries.

- Few segments of this industry are not highly productive.
- There is a huge dependency of the industry on cotton.
- The mill segment is gradually declining.
- Labour laws are not very favorable.
- The power and interest rates, and indirect taxes are high.
- The act of generating economies of scale lacks.

Opportunities

- The textile industry records an annual growth of around 6-8%.
- A shift towards the market of branded ready-made garment is being observed.
- More number of emerging malls and retail industries are providing opportunities to industry's segments like handicrafts and apparels.
- There is a provision of more FDI and investment opportunities.
- Withdrawal of quota restriction is contributing immensely in market development.
- The global needs are being catered with product development.
- An upsurge in the purchasing power and disposable income of Indian customers has opened room for new market development.

Threats

- Competing with other progressing countries like China.
- Striking a balance between the quality and price of products.
- Satisfying the demands of people all across the globe and at the same time, steadily improving the quality of the products.
- Striking a balance between demand and supply.
- Environmental and international labour laws.
- Removal of quota system will fluctuate the export demand.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

The Company is engaged in the business of manufacturing and sale of textile accordingly this is the only single reportable segment.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to S. Venkatram & Co., a reputed firm of Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism. The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

Bombay Rayon Fashions Limited

ENVIRONMENT AND SAFETY:

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. The Company has a structured induction process at all locations and management development programs to upgrade skills of managers. Objective appraisal systems based on Key Result Areas (KRAs) are in place for senior management staff. The Company is committed to nurturing, enhancing and retaining top talent through superior Learning & Organizational Development. This is a part of Corporate HR function and is a critical pillar to support the organization's growth and its sustainability in the long run. Total employees strength of the Company as on 31st March 2016 was 13626.

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Bombay Rayon Fashions Limited,

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Bombay Rayon Fashions Limited** ("the Company"), which comprises the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding of the assets of the company for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; Making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made there under. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;

Bombay Rayon Fashions Limited

(b) In the case of statement of Profit and Loss, of the **Profit** for the year ended on that date; and

(c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) rules,2014;
 - e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164(2) of the Act;
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules,2014, in our opinion and to the best of our information and according to the explanations given to us;
 - i) The company has disclosed the impact of pending litigations on its financial position in its financial statements.
– Refer note 35 to the financial statements;
 - ii) The company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) The amount that were required to be transferred to the Investor Education and Protection Fund by the company, have been accordingly transferred.

FOR V.K. BESWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO.101083W

CA K.V. BESWAL
PARTNER
MEMBERSHIP NO.131054

Place: Mumbai
Date: 20/05/2016

Annexure I to the Auditor's Report even date CARO 2016:

1. In respect of Fixed Assets:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. The fixed assets have been physically verified by the management at reasonable intervals during the year. We are informed that no material discrepancies were noticed by the management on such verification.
 - c. The title deeds in respect of all immovable properties are held in the name of the company.
2. In respect of Inventories:

As explained to us physical verification of inventory has been conducted during the year at reasonable intervals by the management and in our opinion and according to the information and explanation given to us, the Company is maintaining proper records of its inventories and no material discrepancies were noticed on physical verification.
3. In respect of loans, secured or unsecured granted by the Company to other Companies, firms, LLP or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
 - a. During the year Company has granted interest free advances to a Subsidiary company covered in the register maintained u/s 189 of the Companies Act, 2013.
 - b. In respect of the Long term Loan ,the principal amount is repayable over a period of 5 to 7 years.
 - c. In respect of the said Loan, there are no overdue amounts.
4. The Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of Loans granted during the year. There are no Investments & Securities made or any guarantees given during the year.
5. During the year the company has not accepted any deposits from public or by any means hence the said clause 3(v) of the said order is not applicable to the Company.
6. As per the information and explanations provided to us, we are of the opinion that in pursuant to the prescribed rules by Central Government, the Company had maintained cost records u/s. 148(1) (d) of the Companies Act, 2013, however we have not done a detailed examination of the same.
7. In respect of Statutory Dues:
 - (a) According to record of the Company produced before us, the Company has not been regular in depositing the undisputed statutory dues and there have been delays in depositing undisputed statutory dues with the appropriate authorities. According to the information and explanations given, no undisputed amounts payable in respect of sales tax, customs duty, excise duty/cess were outstanding as at 31.03.2016 for a period of more than six months from the date they became payable except as given below:

Statement of Arrears of statutory dues outstanding for more than six months as at 31st March 2016:

Bombay Rayon Fashions Limited

(Rs.in Crores)

Sr. No	Nature of Dues	Amount
1.	Provident Fund	14.03
2.	Employee State Insurance Contribution	0.96
3.	Profession Tax	0.86
4.	Tax Collected at Source	0.001
5.	Property Tax	2.42
6.	Service Tax	0.39
7.	Tax Deducted at Source	2.48
	Total	21.14

Outstanding Interest amount on the above dues (S. No 6 and 7) as on 31st March 2016 is Rs. 0.15Crore.

(b) According to the records of the company there are no dues of Income-Tax, sales tax, wealth tax, service tax, customs duty, excise duty/cess which have not been deposited on account of any dispute except as given below.

Nature of the Act	Amount	Period to which the amount relates	Forum where dispute is pending
Employees Provident Funds and Miscellaneous Provision Act, 1952	6.54	2000-01 to 2015-16	Employees Provident Funds Appellate Tribunal, New Delhi
Employee State Insurance Contribution	2.44	2011-12 to 2015-16	ESI Court, Bangalore
Income Tax Act, 1961	0.82	AY 2009-10	ITAT Mumbai
Income Tax Act, 1961	1.22	AY 2010-11	ITAT Mumbai
Income Tax Act, 1961	0.02	AY 2011-12	CIT (A)-54, Mumbai
Income Tax Act, 1961	0.38	AY 2012-13	CIT (A)-54, Mumbai
Income Tax Act, 1961	46.11	AY 2013-14	CIT(A)-54, Mumbai
Total	57.03		

8. In our opinion and according to the information and explanations given to us, there have been delay in repayment of dues to financial institutes and banks during the year, As on date the amount due and remaining unpaid on account of principal and interest to lenders is given below:

Particulars	Overdue in Principal	Overdue in Interest	Total Overdue
Upto 30 days	32.84	25.48	58.32
From 31 days To 60 days	3.42	21.28	24.70
From 61 days To 90 days	2.81	10.97	13.78
Above 91 days	1.84	2.58	4.42
Total	40.91	60.31	101.22

9. During the year the Company has raised fund by way of term loans and utilized for the purpose for which they were obtained. Company has not raised any fund by way of initial public offer or further public offer (including debt instruments).

10. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

11. According to the provisions of section 197 read with Schedule V to the Companies Act, 2013, the Company has paid Managerial remuneration during the year.
12. In our opinion and to the best of our information and according to the explanations provided by the management, we are of the opinion that the company is not a Nidhi company. Hence, in our opinion the clause does not apply to the company.
13. The Company has disclosed all the transactions with the related parties in the Financial Statements during the year and the transactions are in compliance with sections 177 and 188 of Companies Act, 2013.
14. During the year under consideration, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures, hence comments under this clause are not called for.
15. According to the provisions of section 192 of Companies Act, 2013 the company has not entered into any non-cash transactions with directors or persons connected with him during the year hence no comments under this clause are called for.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, hence this clause is not applicable and no comments under this clause are called for.

FOR V.K. BESWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO.101083W

CA K.V. BESWAL
PARTNER
MEMBERSHIP NO.131054

Place: Mumbai

Date: 20/05/2016

Annexure II

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the standalone financial statements of **Bombay Rayon Fashions Limited** ("the Company") as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting (IFCoFR) of the company of as of that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the criteria being specified by management. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's IFCoFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the criteria being specified by management.

FOR **V.K. BESWAL & ASSOCIATES**
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO.101083W

CA K.V. BESWAL
PARTNER
MEMBERSHIP NO.131054

Place: Mumbai

Date: 20/05/2016

Balance Sheet as at 31st March, 2016.

(Rs. In Crores)

Particulars	Note No.	As on 31st March, 2016	As on 31st March, 2015
I. EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	1A	134.60	134.60
(b) Reserves and surplus	2	2,532.13	2,483.28
(c) Money Received against share warrant	1B	49.31	49.31
		2,716.04	2,667.19
Non-current liabilities			
(a) Long-term borrowings	3	2,450.92	2,645.07
(ai) Unsecured Loans from promoters		96.66	96.66
(b) Deferred Tax Liability (Net)	4	77.53	72.60
(c) Long-term provisions	5	10.30	8.18
		2,635.41	2,822.51
Current liabilities			
(a) Short-term borrowings	6	2,744.25	2,383.18
(b) Trade payables	7	745.54	639.57
(c) Other current liabilities	8	378.89	276.91
(d) Short-term provisions	9	38.78	39.71
		3,907.46	3,339.37
TOTAL		9,258.91	8,829.07
II. ASSETS			
Non-current assets			
(a) Fixed assets	10		
(i) Tangible assets		3,209.51	3,371.79
(ii) Intangible assets		2.59	4.10
(iii) Capital work-in-progress		0.15	10.94
(b) Non-current investments	11	146.52	149.49
(c) Long-term loans and advances	12	384.77	372.47
		3,743.54	3,908.79
Current assets			
(a) Current investments	13	0.11	0.11
(b) Inventories	14	3,241.52	2,875.36
(c) Trade receivables	15	1,405.84	1,154.70
(d) Cash and cash equivalents	16	84.10	86.77
(e) Short-term loans and advances	17	783.80	803.34
		5,515.37	4,920.28
TOTAL		9,258.91	8,829.07
Notes are integral part of the balance sheet & profit & loss account	1-39		

As per our report of even date attached
For V.K.Beswal & Associates
Chartered Accountants

CA. K.V. Beswal
Partner
Membership Number - 131054
Firm Reg No.:101083W

Date : 20/ 05 / 2016
Place : Mumbai

For and on behalf of Board of Directors

Aman Agrawal
Vice - Chairman

Prashant Agrawal
Managing Director

A.R. Mundra
Executive Director - Finance

Prachi Deshpande
Director - Secretarial &
Corporate Affairs ,
Company Secretary

Statement of profit and loss for the year ended 31st March, 2016.

(Rs. In Crores)

Particulars	Note No.	Year ended 31st March, 2016	Year ended 31st March, 2015
Revenue from Operations	18	4,171.62	3,532.67
Other income	19	54.40	40.08
Total Revenue		4,226.02	3,572.75
Expenses:			
Cost of materials consumed	20	2,894.82	2,651.56
Changes in inventories of finished goods & work-in-progress	21	(256.02)	(359.75)
Employee benefits expense	22	248.75	232.22
Finance costs	23	596.65	557.60
Depreciation and amortization expense	24	161.23	166.33
Other expenses	25	526.33	445.84
Total expenses		4171.76	3,693.80
Profit/(Loss) before Tax		54.26	(121.05)
Adjustment for Tax expense:			
(1) Current tax		(12.22)	-
(2) Deferred tax		(4.93)	42.31
(3) MAT credit Entitlement		11.74	-
Profit/(Loss) for the year		48.85	(78.74)
Earnings per equity share: (in Rs.)			
Basic		3.63	(5.85)
Diluted		3.63	(5.85)
Notes are integral part of the balance sheet & profit & loss account	1—39		

As per our report of even date attached
For V.K.Beswal & Associates
 Chartered Accountants

CA. K.V. Beswal
 Partner
 Membership Number - 131054
 Firm Reg No.:101083W

Date : 20/ 05 / 2016
 Place : Mumbai

For and on behalf of Board of Directors

Aman Agrawal
 Vice - Chairman

A.R. Mundra
 Executive Director - Finance

Prashant Agrawal
 Managing Director

Prachi Deshpande
 Director - Secretarial &
 Corporate Affairs ,
 Company Secretary

Cash Flow Statement

for the year ended 31st March, 2016.

(Rs. In Crores)

Particulars.	As on 31st March, 2016	As on 31st March, 2015
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and after Extraordinary items	54.26	(121.05)
Non-Cash Item		
Depreciation and amortization expense	161.23	166.33
Adjustment For :		
Finance costs	596.65	557.60
Interest & Dividend Income	(8.06)	(6.96)
Loss (Profit) on sale of Assets	(16.71)	5.79
Loss (Profit) on sale of Investment	2.88	(12.17)
Operative Profit before Working Capital Changes	790.25	589.54
Adjustment For :		
Trade Receivables	(251.14)	(195.23)
Other Receivables, Loans & Advances	25.15	61.68
Inventories	(366.16)	(429.24)
Trade, Other payable & Provisions	202.96	549.32
Cash Generation from Operations	401.06	576.07
Direct Taxes	(6.03)	(2.58)
Net Cash Flow from operating activities	395.03	573.49
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase/Sale of Fixed Assets (Net)	30.07	(7.50)
Purchase/Sale of Investments (Net)	0.00	20.76
Increase/decrease in Loans and advances to Subsidiary	(6.10)	1.85
Interest & Dividend Income	8.06	6.96
Net Cash used in investing activities	32.03	22.07
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds /(Repayment) from Borrowings	166.92	(62.93)
Interest on Term loans & Others	(596.65)	(543.49)
Net Cash used in financing activities	(429.73)	(606.42)
D NET CHANGE IN CASH AND CASH EQUIVALENTS		
(A+B+C)	(2.67)	(10.86)
Cash and Cash Equivalents as at Opening	86.77	97.63
Cash and Cash Equivalents as at Closing	84.10	86.77

As per our report of even date attached
For V.K.Beswal & Associates
 Chartered Accountants

CA. K.V. Beswal
 Partner
 Membership Number - 131054
 Firm Reg No.:101083W

Place : Mumbai
 Date : 20/ 05 / 2016

For and on behalf of Board of Directors

Aman Agrawal
 Vice - Chairman

A.R. Mundra
 Executive Director - Finance

Prashant Agrawal
 Managing Director

Prachi Deshpande
 Director - Secretarial &
 Corporate Affairs ,
 Company Secretary

Notes to financial statements for the year ended 31st March 2016.

SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31.03.2016

1. Basis of preparation of financial Statements

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the Companies (Accounts) Rules, 2014 and the relevant provision of Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statement are consistent with those of previous year.

2. Revenue Recognition

- a. Domestic sales are accounted for on dispatch of goods to customers. Gross Sales are net of sales returns and Excise Duty.
- b. Export sales are accounted for on the basis of dates of Bill of Lading. Gross Sales are inclusive of incentives/benefits, and net of sales returns.
- c. Revenue from Job work is recognized when services are rendered.

3. Fixed Assets

Fixed assets are stated at cost of acquisition less depreciation. Cost includes taxes, duties, freight, installation and other direct or allocated expenses up to the date of commercial production and net of CENVAT credit and Subsidy received, if any.

4. Depreciation on Fixed Assets

Depreciation on Fixed Assets is provided based on the useful life of the assets in the manner prescribed in Schedule II to the Companies Act, 2013, except where the useful life has been revised as per appropriate report obtained for certain assets for the purpose of determining the useful life.

Depreciation on fixed assets added /disposed off during the year is provided on pro-rata basis.

5. Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the profit & loss account as and when an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

6. Expenditure during construction period

The expenditure incurred and attributable interest & financing costs incurred prior to commencement of commercial production including Trial Run Expenses in respect of new project & substantial expansion of existing facilities are capitalized to the respective assets.

7. Investments

Current investments are carried at the lower of cost and quoted / fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

8. Foreign Currency

- a. Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transactions or that approximates the actual rate. The realized exchange gains/ losses are recognized in the Profit & Loss account. All foreign currency current assets and liabilities are translated in rupees at the rates prevailing on the date of balance sheet.

Bombay Rayon Fashions Limited

- b. In respect of branches, which are integral foreign operations, all transactions are translated at average rates. Branch monetary assets and liabilities are restated at the rates prevailing on the date of balance sheet.

9. Employee Benefits

- a. Short Term Employee Benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.
- b. Post employment benefits are recognized as an expense in the Profit and Loss account for the year in which the employee has rendered services. The defined benefit obligation is provided for on the basis of an actuarial valuation on projected unit cost method.
- c. Long Term employee benefits are recognized as an expense in the Profit and Loss account for the year in which the employee has rendered services. The liabilities on account of leave encashment have been provided on basis of an actuarial valuation on projected unit cost method.

10. Taxation

- a. Provision for current tax is made with reference to taxable income computed for the accounting period, for which the financial statements are prepared by applying the tax rates as applicable.
- b. Deferred tax is recognised subject to the consideration of prudence, on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognized and carried forward to extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

11. Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

12. Government Grants:

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with. When the grant or subsidy relates to an expense item, it is netted off with the relevant expense. Where the grant or subsidy relates to an asset, its value is deducted in arriving at the carrying amount of the related asset.

13. Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes to the accounts. Contingent Assets are neither recognised nor disclosed in the financial statements.

14. Segmental Reporting:

The Company is mainly engaged in the business of manufacturing of textiles consisting of yarn, fabrics and garments. Considering the nature of business and financial reporting of the Company, the Company has only one segment viz; textile as reportable segment. The Company operates in Local & Export segments geographically. The sale for both is separately given, but due to the nature of business the assets/liabilities and expenses for these activities cannot be bifurcated separately.

The Company is also engaged in power generation through coal and windmills & manufacturing of buttons, however the same are not considered as reportable segment in accordance with AS- 17.

Notes to financial statements for the year ended 31st March 2016.

Note : 1 Share Capital & Share Warrant

1A Share Capital

(Rs. In Crores)

A	Particulars	31st March, 2016		31st March, 2015	
		Numbers	Amount	Numbers	Amount
	Authorised				
	Equity Shares of Rs.10 each	200,000,000	200.00	150,000,000	150.00
		200,000,000	200.00	150,000,000	150.00
	Issued, Subscribed & fully paid up				
	Equity Shares of Rs.10 each	134,600,000	134.60	134,600,000	134.60
	Total	134,600,000	134.60	134,600,000	134.60

During the year the Company has increased its Authorised Capital from Rs.150 Crores to Rs.200 Crores with the consent of members in Annual General Meeting held on 29.09.2015 for which filing of necessary forms with Registrar of Companies are being in process.

B Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	Equity Shares			
	31st March, 2016		31st March, 2015	
	Numbers	Amount	Numbers	Amount
At the beginning of the year	134,600,000	134.60	134,600,000	134.60
Shares Issued during the year	-	-	-	-
At the end of the year	134,600,000	134.60	134,600,000	134.60

C Detail of shareholders holding more than 5% of shares in the company

Name of Shareholder	Equity Shares			
	31st March, 2016		31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Janardan Agrawal	7,576,140	5.63%	7,576,140	5.63%
Reynold Shirting Limited	13,215,714	9.82%	13,215,714	9.82%
AAA United B.V.	51,000,400	37.89%	51,000,400	37.89%
Ashwell Holding Company Pvt Ltd.	28,420,000	21.11%	28,420,000	21.11%

D Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013

Particulars	Aggregate No. of Shares (for last 5 Financial Years)
Equity Shares :	
Fully paid up pursuant to contract(s) without payment being received in cash	NIL
Fully paid up by way of bonus shares	NIL
Shares bought back	NIL

Notes to financial statements for the year ended 31st March 2016.

1B Share Warrant

(Rs. In Crores)

Particulars	31st March, 2016		31st March, 2015	
	Numbers	Amount	Numbers	Amount
75 lacs warrants at Rs.263 per warrant upfront money paid 25%	-	49.31	-	49.31

Note: The option for conversion of 75 Lacs warrants could not be exercised by the allottee within the prescribed period of 18 months ending on 04.04.2012. The company & allottee had filed an application before Securities & Exchange Board of India (SEBI) for refund of the upfront money of Rs. 4931.25 lacs. The said application was rejected by SEBI Vide it's Order dated August 10, 2012 and the appeal made against the said order was dismissed by Securities appellate Tribunal (SAT) vide their order dated June 28, 2013. Further to that, an appeal filed before Supreme Court by the Company and the Promoters is pending, keeping the status quo with no further communication from SEBI in this regard.

Note - 2 : Reserves and surplus

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
a. Securities Premium Account		
Opening balance	1,917.82	1,917.82
Closing Balance	1,917.82	1,917.82
b. General reserves		
Opening Balance	37.00	37.00
Closing Balance	37.00	37.00
c. Profit & Loss Account		
Opening Balance	528.46	621.93
Less: Profit/(Loss) for the year	48.85	(78.74)
Less: Adjustment of Depreciation Written off *	0.00	(14.73)
Closing Balance	577.31	528.46
Total	2,532.13	2,483.28

* Refer Note no. 10

Notes to financial statements for the year ended 31st March 2016.

Note - 3 : Long term borrowings

(Rs. In Crores)

Particulars	As on 31st March, 2016	As on 31st March, 2015	As on 31st March, 2016	As on 31st March, 2015
	Non-current		Current	
	Amount	Amount	Amount	Amount
Secured				
a) Term Loans				
- From Banks	2,448.83	2,644.47	294.17	216.35
Term Loans from Banks are secured by First pari-passu charge on entire Fixed Assets of the company alongwith collateral of first pari-passu charge on entire current assets of the Company and further secured by personal guarantee of promoters, corporate guarantees/ collateral provided by the subsidiary company and other companies of promoters, pledge of promoter shares and hypothecation of 'Bombay Rayon' Brand.				
Repayment of loans and interest on Term Loans from banks due and unpaid as on 31.03.2016				
Rs. 101.22 Crores (since paid Rs. 14.35 crores)				
b) Vehicle loans				
- From Banks	1.56	0.05	0.23	0.11
- From Other Parties	0.53	0.55	0.62	0.54
The vehicle loans from the banks and others are secured by hypothecation of specified vehicles against which the finance is obtained				
Total	2,450.92	2,645.07	295.02	217.00

Note - 4 : Deferred Tax Liability (Net)

Particulars		As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Deferred tax liability			
Depreciation as per Companies Act		161.23	181.06
Depreciation as per Income Tax Act		262.87	306.24
		101.64	125.18
Deferred tax liability	Total A	35.18	38.68
Deferred tax assets			
Expenditure to be disallowed u/s 43B -			
Employee Benefits		9.31	6.06
Carry forward Depreciation		78.08	256.05
		87.39	262.11
Deferred tax assets	Total B	30.24	80.99
Net Deferred Tax (Liability)	Total (A-B)	4.93	-42.31
Add: Net Deferred Tax Liability (Opening)		72.60	114.91
		77.53	72.60

Notes to financial statements for the year ended 31st March 2016.

Note - 5 : Long Term Provisions

(Rs. In Crores)

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Employee benefits	10.30	8.18
Total	10.30	8.18

Note - 6: Short term borrowings

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Secured		
- Working Capital loans	2,610.48	2,336.69
Working capital Loans from banks are secured by First pari-passu charge on entire current Assets of the Company alongwith collateral of First pari-passu charge on entire Fixed Assets of the Company and further secured by personal guarantee of promoters, corporate guarantees/collaterals provided by the subsidiary company and other companies of promoters, pledge of promoter shares and hypothecation of BRFL Brand.		
Unsecured		
a) Other Loans		
- Advances from Subsidiary	40.25	-
- From Others	93.52	46.49
Total	2,744.25	2,383.18

Note - 7 : Trade payables

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Mirco, small and medium enterprises	0.07	0.05
Others	745.47	639.52
Total	745.54	639.57

The details of amount outstanding to Micro, Small and Medium Enterprises Based on available information is as under :

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Principal amount due and remaining unpaid	0.03	0.03
Interest due on above and unpaid interest	0.04	0.02
Interest paid	-	-
Payment made beyond the appointed date during the year	-	-
Interest due and payable for the period of delay	0.04	0.02
Interest accrued and remaining unpaid	0.04	0.02
Amount of further interest remaining due and payable in succeeding year.	-	-
Total	0.07	0.05

Notes to financial statements for the year ended 31st March 2016.

Note - 8 : Other Current Liabilities

(Rs. In Crores)

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
(i) Statutory dues	40.49	30.11
(ii) Outstanding expenses	43.34	29.76
(iii) Current maturities of Term Loans from banks*	294.17	216.35
(iv) Current maturities of Vehicle loans from banks*	0.23	0.11
(v) Current maturities of Vehicle loans from others*	0.62	0.54
*Refer Note No. 3 of the Balance Sheet		
(vi) Unclaimed Dividend #	0.04	0.04
Total	378.89	276.91

These figures do not include any amounts, due and outstanding, to be credited to Investor Education and Protection Fund.

Note - 9 : Short Term Provisions

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Provision for Current Tax (net)	33.38	27.20
Employee benefits	5.40	12.51
Total	38.78	39.71

Notes to financial statements for the year ended 31st March 2016.

Note - 10 : Fixed Assets

(Rs. In Crores)

PARTICULARS	GROSS BLOCK			Depreciation				NET BLOCK		
	As on 01.04.2015	Additions	Deductions	As on 31.03.2016	As on 1.04.2015	For the year	Transfer to Reserve & Surplus	Deductions	As on 31.03.2016	As on 31.03.2015
Tangible Assets										
Land	124.35	0.38	3.84	120.89	-	-	-	-	120.89	124.35
Buildings	720.24	4.52	17.20	707.56	116.68	23.43	-	1.94	569.39	603.56
Furniture & Fixtures	62.89	1.73	0.01	64.61	33.55	8.70	-	-	22.36	29.34
Office equipment										
Motor Car & Vehicles	16.51	5.58	0.61	21.48	10.03	1.87	-	0.52	10.10	6.48
Plant & Machinery	3,646.85	8.49	7.20	3,648.14	1,039.63	125.45	-	2.60	2,485.66	2,607.22
Computer	15.67	0.40	0.01	16.06	14.83	0.13	-	0.01	1.11	0.84
	4,586.51	21.10	28.87	4,578.74	1,214.72	159.58	-	5.07	3,209.51	3,371.79
Intangible Assets										
Computer -Software	9.77	0.15	0.01	9.91	5.67	1.65	-	-	2.59	4.10
Total	4,596.28	21.25	28.88	4,588.65	1,220.39	161.23	-	5.07	3,212.10	3,375.89
Previous Year	4,614.09	17.24	35.05	4,596.28	1,062.38	166.33	14.73	23.05	3,375.89	
Capital Work in Progress									0.15	10.94

Had company provided depreciation as per companies act , 1956 the charge for depreciation for the financial year 2014-15 would had been higher by Rs. 151.28 crores.

Where useful life had expired upto 31st march, 2014 in accordance with the stipulated under schedules II of companies act, 2013 has been transferred to reserves.

Notes to financial statements for the year ended 31st March 2016.

Note - 11 : Non-current investments

(Rs. In Crores)

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
OTHER THAN TRADE		
SHARES		
Quoted Investment		
In Equity Shares of Subsidiary - fully paid up		
STI India Ltd - 21750000 Shares of Rs.10 each	64.12	64.12
Market Value Rs.39.26 crores (PY Rs 21.75 crores)		
Un quoted Investment		
In Equity Shares of subsidiaries-fully paid up		
DPJ Clothing Ltd 420 Shares of GBP 1 each	13.43	13.43
BRFL Bangladesh Pvt Ltd 17752 Shares of BDT 100/- each	0.12	0.12
Bombay Rayon Holdings Ltd 35142500 Shares of Rs. 10/- each	35.14	35.14
In Equity Shares others - fully paid up		
Islampur Integrated Textiles Park Pvt Ltd. 3800000 Shares of Rs. 10/- each	3.80	3.80
Latur Integrated Textiles Park Pvt Ltd. 3620000 shares of Rs.10/- each	3.62	3.62
Jankalyan Sahkari Bank Ltd. 90100 Shares of Rs. 10/- each	-	0.09
Scotts Fashionciti India Limited 10000 Shares of Rs. 10/- each	0.01	0.01
Scotts Garments Limited 2000000 Shares of Rs. 10/- each	14.00	14.00
Arihant Organics Pvt Ltd 180 (500) shares of Rs.100/- each	1.62	4.50
DEBENTURES		
Unquoted		
In Debentures of subsidiary - fully paid up		
STI India Ltd 32180000 Debentures	10.66	10.66
Total	146.52	149.49

Note - 12 : Long-term loans and advances

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
a. Security Deposits		
Unsecured, considered good	47.85	41.65
	47.85	41.65
b. Advances to Subsidiaries		
Unsecured, considered good	336.92	330.82
	336.92	330.82
TOTAL	384.77	372.47

Notes to financial statements for the year ended 31st March 2016.

Note -13 Current Investments

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
In Mutual Fund unquoted fully paid up		
CP5G-Union KBC Protection Oriented Fund-Growth		
105070 Units	0.11	0.11
Total	0.11	0.11

Note - 14 : Inventories

(As certified by the management)

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
a. Raw Materials (Valued at cost)	987.28	889.42
b. Work-in-progress (Valued at cost)	989.45	979.66
c. Finished goods (Valued at lower of cost or net realisable value)	972.57	726.34
d. Stores and spares (Valued at cost)	292.22	279.94
Total	3,241.52	2,875.36

Note - 15 : Trade Receivables

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
<i>Unsecured, considered good</i>		
Over Six months	146.12	125.75
Others	1,259.72	1,028.95
Total	1,405.84	1,154.70

Note - 16 : Cash and cash equivalents

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Balances with banks		
On Current Accounts	34.48	32.46
(Balances with bank includes earmarked balance of Rs. 0.04 crores P.Y.Rs.0.04 crores)		
Bank deposits	48.26	49.48
(Bank deposits with more than 12 months maturity.(Rs.2.27 Crores P.Y. Rs. 48.94 Crores)		
Cash on hand	1.36	4.83
Total	84.10	86.77

Notes to financial statements for the year ended 31st March 2016.

Note - 17: Short-term loans and advances

(Rs. In Crores)

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Advances receivable in cash or kind or for value to be received	101.13	129.83
Advances to Subsidiaries	210.00	210.00
Balance with Government Authorities	203.98	206.29
MAT Credit Entitlement	166.40	154.66
Deposits	102.29	102.56
Total	783.80	803.34

Note - 18 : Revenue from operations

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Revenue from operations		
Sale of products :		
Finished goods		
Gross Sales	4,172.08	3,533.04
Less: Excise Duty	0.46	0.37
	4,171.62	3,532.67
Total	4,171.62	3,532.67

Details of Sales

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Finished goods sold		
Domestic	3,510.65	3,137.49
Export	661.43	395.55
Total	4,172.08	3,533.04

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Domestic		
Fabric	3,401.84	2,999.32
Yarn	13.56	17.16
Garment	20.92	22.31
Others	74.33	98.70
Total A	3,510.65	3,137.49
Export		
Fabric	65.76	44.00
Yarn	1.43	-
Garment	594.15	351.31
Others	0.09	0.24
Total B	661.43	395.55
Total (A+B)	4,172.08	3,533.04

Notes to financial statements for the year ended 31st March 2016.

Note - 19 : Other income

(Rs. In Crores)

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Interest Income	8.06	6.96
Profit on Sale of Investment	-	12.17
Profit on Sale of Assets	19.67	0.21
Exchange fluctuation gain	14.38	9.84
Miscellaneous Income	12.29	10.90
Total	54.40	40.08

Note - 20 : Cost of materials consumed

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Inventory at the beginning of the year	889.42	878.72
Add : Purchase	2,992.68	2,662.26
	3,882.10	3,540.98
Less : Inventory at the end of the year	987.28	889.42
Total	2,894.82	2,651.56

Details of Materials Consumed

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Cotton	121.12	128.15
Yarn	263.31	347.78
Fabric	2,353.63	2,151.58
Others	156.76	24.05
Total	2,894.82	2,651.56

Note - 21 : Increase (-) / decrease (+) in inventories

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Inventory at the end of the year		
Finished Goods	972.57	726.34
Work-in-progress	989.45	979.66
	1,962.02	1,706.00
Inventory at the beginning of the year		
Finished Goods	726.34	623.88
Work-in-progress	979.66	722.37
	1,706.00	1,346.25
Total	(256.02)	(359.75)

Notes to financial statements for the year ended 31st March 2016.

Note - 22 : Employee benefit expenses

(Rs. In Crores)

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Salaries & wages	219.42	205.80
Contributions to provident and other fund	17.71	17.13
Workmen & Staff welfare expenses	11.62	9.28
Total	248.75	232.22

Note - 23 : Finance costs

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Interest expense	587.05	549.30
Bank Charges	9.60	8.30
Total	596.65	557.60

Note - 24 : Depreciation and amortization expenses

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Depreciation of tangible assets	159.58	164.41
Amortization of intangible assets	1.65	1.92
Total	161.23	166.33

Notes to financial statements for the year ended 31st March 2016.

Note - 25 : Other expenses

(Rs. In Crores)

Particulars	As on 31st March, 2016 Amount	As on 31st March, 2015 Amount
Stores & spares consumption	103.70	86.07
Packing material and expenses	17.67	13.59
Power and fuel (net)	110.90	98.49
Water charges	14.38	15.23
Job Charges for:		
Yarn	58.37	43.14
Process	1.34	0.79
Weaving	22.63	14.60
Design & development & Others	50.02	26.70
Rent	25.83	31.07
Rates and taxes	4.79	15.58
Insurance	2.64	2.63
Keyman insurance	0.72	2.31
Repair and maintenance		
Plant and machinery	5.61	7.28
Building	2.55	0.60
Vehicles	0.50	0.51
Others	2.24	2.23
Advertising and bussiness promotion	2.61	2.35
Books & Periodicals	0.21	0.06
Commission and brokerage	1.56	5.49
Travelling and conveyance	10.84	10.09
Transportation	33.99	19.57
Communication costs	3.86	2.91
Printing and stationary	2.26	1.67
Legal and professional fees	9.42	10.02
Director's remuneration	5.38	5.55
Directors' sitting fees	0.06	0.04
Auditor's remuneration	0.98	0.84
Environmental Control Expenses	0.40	0.56
Security Service Charges	5.22	5.27
Loss on sale of Fixed Assets	2.96	6.00
Loss on sale of Investment	2.88	-
Miscellaneous expenses	19.81	14.60
Total	526.33	445.84

Payment to Auditors

Particulars	For the Year 31 March, 2016 Amount	For the Year 31 March, 2015 Amount
For Audit Fee	0.46	0.45
For Tax Audit Fee	0.47	0.34
For Certification & Others	0.05	0.05
Total	0.98	0.84

Notes to financial statements for the year ended 31st March 2016.

Note 26:

The company and the promoters are in the process to take action to comply with the regulations of Securities and Exchange Board of India related to Minimum public Shareholding (MPS) to increase the public shareholding to 25%.

Note 27 - Corporate debt restructuring (CDR):

- 1 During the F.Y.2013-14, the Company's proposal for restructuring of its debts was approved by Corporate Debt Restructuring Cell ("CDR Cell") vide Letter of Approval (LOA) dated September 27, 2013. The cut off date (COD) for implementation of CDR was 1st April, 2013. The Company has executed Master Restructuring Agreement ('MRA') with CDR Lenders on September 30, 2013. The details of the Restructuring package as approved by CDR Cell are as under :-
 - a) Restructuring of repayment schedule for term loans under Technology Upgradation Funds Scheme (T U F S) and Non -TUF S Term Loans, reduction in interest rates, Additional facilities in the form of working capital term loan (WCTL) & Funded Interest Term Loan (FITL)
 - b) The promoters were required to bring contribution equivalent to 25% of the sacrifice amount by lenders. Accordingly promoters have brought in an amount of Rs. 96.66 crores as unsecured loan
 - c) Lenders with the approval of CDR EG shall have the right to recompense the reliefs/ sacrifices/ waivers extended by respective CDR Lenders as per the CDR guidelines. The recompense payable is contingent on various factors including improved performance of the Company and many other conditions, the outcome of which is currently materially uncertain. Tentative recompense amount comes to Rs. 526.98 crores.
- 2 Total Secured Term Loans as on March 31, 2016 (Note 3) comprises of :-

(Rs. in Crores)

Sr	Particulars	As on 31.03.2016	As on 31.03.2015
1	Term Loans under TUF S	1000.85	1043.04
2	Term loans Non – TUF S	844.77	890.73
3	Working capital Term Loan (WCTL)	684.07	701.11
4	Funded Interest Term Loan (FITL)	213.31	225.94
	TOTAL	2743.00	2860.82

Notes to financial statements for the year ended 31st March 2016.

Note 28: As per Accounting Standard 15 "Employee Benefits", the disclosure of Employee benefits as defined in the Accounting Standard are given below:

Defined Benefit Plan:

Gratuity

(Rs. In Crores)

Sr. No.	Particulars	As on 31 st March, 2016	As on 31 st March, 2015
1	Assumption		
	Discount Rate	7.96%	8.03%
	Salary Escalation	5.00%	5.00%
2	Present value of Obligation		
	Present value of obligations as at beginning of year	8.52	6.96
	Interest cost	0.68	0.65
	Current Service Cost	2.92	2.24
	Liability Transferred In	-	-
	Benefits Paid	(1.60)	(2.59)
	Prior Year Charge	-	-
	Actuarial (gain)/ loss on obligations	(0.22)	1.26
	Present value of obligations as at end of year	10.30	8.52
3	Fair value of plan assets		
	Fair value of plan assets at beginning of year	0.33	0.78
	Expected return on plan assets	0.03	0.07
	Contributions	-	-
	Assets Transferred In	-	-
	Benefits Paid	(0.27)	(0.49)
	Actuarial (gain)/ loss on obligations	0.01	(0.02)
	Fair value of plan assets at the end of year	0.08	0.33
4	Actuarial Gain/Loss recognized		
	Actuarial (gain)/ loss on obligations	(0.22)	1.26
	Actuarial (gain)/ loss for the year - plan assets	0.01	0.02
	Actuarial (gain)/ loss on obligations	(0.21)	1.28
	Actuarial (gain)/ loss recognized in the year	(0.21)	1.28
5	The amounts to be recognized in the balance sheet		
	Present value of obligations as at the end of year	(10.30)	(8.52)
	Fair value of plan assets as at the end of the year	0.08	0.33
	Funded status	(10.22)	(8.18)
6	Expenses Recognized in statement of Profit and loss		
	Current Service cost	2.92	2.24
	Interest Cost	0.68	0.65
	Expected return on plan assets	(0.03)	(0.07)
	Net Actuarial (gain)/ loss recognized in the year	(0.21)	1.28
	Expenses to be recognized in statement of Profit and loss	3.36	4.10

Notes to financial statements for the year ended 31st March 2016.

Not 29: Related Party Disclosure

a)	STI India Ltd.	Subsidiary Company
b)	DPJ Clothing Ltd.	Subsidiary Company
c)	Bombay Rayon Holdings Ltd.	Subsidiary Company
d)	BRFL Bangladesh Pvt. Ltd.	Subsidiary Company
e)	BRFL Europe B.V.	Subsidiary Company
f)	BRFL Italia S.R.L.	Subsidiary Company
g)	BRFL Italia Licenses S.R.L	Subsidiary Company
a)	Latur Integrated Textile Park Pvt. Ltd.	Other Related Parties
b)	Islampur Integrated Textile Park Pvt. Ltd.	Other Related Parties
c)	STI Sanoh India Limited (up to 21.08.2015)	Other Related Parties
d)	Kagal Industrial Textile Technology Park Pvt. Ltd.	Other Related Parties
e)	Reynold Shirting Ltd.	Other Related Parties
f)	Bombay Rayon Clothing Ltd.	Other Related Parties
g)	Bestsellers Retail India Pvt. Ltd.	Other Related Parties
h)	Best United Lifestyles Pvt. Ltd.	Other Related Parties
i)	Best United India Comforts Pvt. Ltd.	Other Related Parties
j)	Bestseller Wholesale India Pvt. Ltd.	Other Related Parties
k)	B. R. Machine Tools Pvt. Ltd.	Other Related Parties
l)	Ashwell Holding Company Pvt. Ltd.	Other Related Parties
m)	Arihant Organics Pvt. Ltd	Other Related Parties
n)	Clinvent Real Estates Pvt. Ltd	Other Related Parties
a)	Mr. Janardan Agrawal, Non Executive Chairman	Key Managerial Personnel
b)	Mr. Aman Agrawal, Vice Chairman	Key Managerial Personnel
c)	Mr. Prashant Agrawal, Managing Director	Key Managerial Personnel
d)	Mr. A.R. Mundra, Executive Director –Finance	Key Managerial Personnel
e)	Ms. Prachi Deshpande, Director-Secretarial & Corporate Affairs, Company Secretary	Key Managerial Personnel
a)	Mrs. Bimla Devi Agrawal	Relative of KMP
b)	Mrs. Vinita Agrawal	Relative of KMP

Notes to financial statements for the year ended 31st March 2016.

Transactions with related parties

(Rs. In Crores)

Particulars	For the year ended	
	March 31, 2016	March 31, 2015
Transaction with Subsidiaries		
Purchases	0.02	-
Sales	4.32	7.74
Loans/Advances Given / paid	15.85	-
Loan/Advances Received Back	9.75	1.85
Loans/Advances Taken	40.25	-
Rent paid	0.01	0.01
Job Work Charges Paid	35.99	42.70
Transaction with Other Related Parties		
Rent paid	14.91	25.64
Purchases	127.04	187.19
Sales	0.34	0.03
Loans/Advances taken	-	7.47
Loan/Advances Received Back	-	-
Job Work charges Paid	19.97	14.65
Sales- Job Work Income	-	0.03
Transactions with Key Managerial Personnel & their Relatives		
Director Remuneration	5.38	5.55
Salary	-	0.09
Rent Paid	0.17	0.59

Note 30 :

Promoters and Subsidiary companies have provided personal/corporate guarantee & collaterals for securing the term loans and working capital loan facilities availed by the company restricted up to the realizable value of assets provided as security.

Note 31: C.I.F. Value of Imports:

	Particulars	For the year ended	
		March 31, 2016	March 31, 2015
a)	Stores & Spares	5.39	30.18
b)	Capital Goods	6.69	2.37
c)	Raw Materials	39.92	25.88

Notes to financial statements for the year ended 31st March 2016.

Note 32 : Expenditure in Foreign Currency:

(Rs. In Crores)

	Particulars	For the Year Ended	
		31 st March 2016	31st march 2015
a)	Foreign Traveling	0.73	0.70
b)	Commission on Export Sales	0.24	0.29
c)	Business Promotions	-	0.51
d)	Others	1.35	1.20

Note 33: Earning in Foreign Exchange

Particulars	For the Year Ended	
	31 st March 2016	31st march 2015
FOB value of Exports	600.63	389.44

Note 34 Imported & Indigenous consumption:

	Particulars	For the year ended			
		March 31, 2016		March 31, 2015	
		Value	%	Value	%
a)	Raw Materials:				
	Imported	48.34	1.67%	43.49	1.64%
	Indigenous	2846.42	98.33%	2608.07	98.36%
b)	Stores and Spares:				
	Imported	11.67	11.25%	16.22	18.85%
	Indigenous	92.03	88.75%	69.85	81.15%

Note 35: Contingent Liabilities Not Provided For:

	Particulars	As at	As at
		March 31, 2016	March 31, 2015
a)	Bills Discounted with Banks under Letter of credits or otherwise.	85.39	107.53
b)	Bank Guarantee	3.45	2.97
c)	Employees State Insurance Contribution	2.93	-
d)	Employees Provident Fund	6.54	-
e)	Demand outstanding related to Income tax	52.40	2.29

Note 36 : Earning Per Share

	Particulars	As at	As at
		March 31, 2016	March 31, 2015
a)	No of Shares at the beginning of the year	134600000	134600000
b)	No of Shares at the beginning of the year	134600000	134600000
c)	Weighted average number of Equity Shares outstanding during the year	134600000	134600000
	EPS		
a)	Net Profit available for Equity Shareholders (Rs in crores)	48.85	(78.74)
b)	Basic Earning Per Share (in Rs.)	3.63	(5.85)
c)	Diluted Earning Per Share (in Rs.)	3.63	(5.85)

Notes to financial statements for the year ended 31st March 2016.

Note: 37 Note on CSR

Pursuant to section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 including further amendments thereto, a company has to spend, in every financial year, at least 2% of the average net profits of the company made during the last three years immediately preceding financial year, as per the objects mentioned in the Rules.

The company has no average net profits during the immediately preceding last three financial years, the provisions of section 135 of the Companies Act, 2013 are not applicable.

Note: 38 Note on Managerial Remuneration

In view of inadequate profit during the Financial Year. 2013-14 and 2014-15 the managerial remuneration paid exceeds the limits as mentioned under section 197 of the Companies Act, 2013 read with Schedule V. The company is in the process of obtaining the necessary approvals for the same.

Note: 39 Previous year figures have been re-grouped/reclassified wherever/necessary to make them comparable with current year.

As per our report of even date attached
For V.K.Beswal & Associates
Chartered Accountants

CA. K.V. Beswal
Partner
Membership Number - 131054
Firm Reg No.:101083W

Place : Mumbai
Date : 20/ 05 / 2016

For and on behalf of Board of Directors

Aman Agrawal
Vice - Chairman

A.R. Mundra
Executive Director - Finance

Prashant Agrawal
Managing Director

Prachi Deshpande
Director - Secretarial &
Corporate Affairs ,
Company Secretary

Independent Auditor's Report on the Consolidated Financial Statements

To the Board of Directors,
Bombay Rayon Fashions Limited,

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Bombay Rayon Fashions Limited** (herein referred to as "the Holding Company") and its subsidiaries (the holding company and its subsidiaries together referred to as "the Group"), comprising of the consolidated Balance Sheet as at 31st March, 2016, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (herein referred to as the "consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Management is responsible for the preparation of these financial statements in terms of the requirements of the Companies Act, 2013 (herein referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and cash flows of the group in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act, read with the rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for insuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the directors of the holding company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made there under.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the holding company has an adequate internal financial control system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the holding company's management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor's in terms of their reports referred to in sub-paragraph(a) of the other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Bombay Rayon Fashions Limited

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the group,

- (a) In the case of the Balance Sheet, of the state of affairs of the consolidated financial statements as at 31st March, 2016;
- (b) In the case of statement of Profit and Loss, of the **PROFIT** for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matters

- (a) In respect of the financial statements of two subsidiary companies the reporting dates are January to December. Accordingly the consolidation of the subsidiaries have been done from January 2015 to December 2015.
- (b) Financial statements/Consolidated financial statements of certain subsidiaries which reflect total assets of **Rs.715.78** crores as at March 31, 2016, total revenues of **Rs.101** crores and net cash outflows amounting to **Rs.0.38** crores for the year then ended, have been audited by us.
- (c) We have not audited the financial statements/ financial information of 5 subsidiaries, whose financial statement/ financial information reflect the total assets of **Rs.256.14 crores** as at 31st March,2016, total revenues of **Rs.26.18 Crores** and net cash outflows amounting to **Rs.16.82 crores** for the year on that date, as considered in the consolidated financial statements. These financial statements/ financial information are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relate to the amounts and disclosures included in respect of these subsidiaries and our reports in terms of sub section (3) & (11) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on such unaudited financial statements/ financial information. In our opinion and according to information and explanations given to us by the management, these financial statements / financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on other legal and regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/ financial information certified by the management.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - b) In our opinion proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) rules,2014;
 - e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2016, and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls refer to our separate report in "Annexure I" ; and

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
- i) The Consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 26 to the consolidated financial Statements.
 - ii) The Group did not have any material, foreseeable losses on long-term contracts including derivative contracts.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

FOR **V.K. BESWAL & ASSOCIATES**
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO.101083W

CA K.V. BESWAL
PARTNER
MEMBERSHIP NO.131054

Date: 20/05/2016
Place: Mumbai

Annexure I

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the consolidated financial statements of **Bombay Rayon Fashions Limited** ("the Holding Company") and its Indian subsidiary companies (the holding company and its subsidiaries together referred to as "the Group"), as of and for the year ended 31st March, 2016, we have audited the internal financial controls over financial reporting (IFCoFR) of the company of as of that date.

Management's Responsibility for Internal Financial Controls

2. The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India are responsible for establishing and maintaining internal financial controls based on the criteria being specified by management. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the required under the Companies Act, 2013.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Group's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company's IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

6. A Company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's IFCoFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of

controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on the Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

FOR V.K. BESWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO.101083W

CA K.V. BESWAL
PARTNER
MEMBERSHIP NO.131054

Date: 20/05/2016

Place: Mumbai

Consolidated Balance Sheet as at 31st March 2016

(Rs. In Crores)

Particulars	Note No.	As on 31 March, 2016	As on 31 March, 2015
I. EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	1A	134.60	134.60
(b) Reserves and surplus	2	2,299.75	2,171.82
(c) Money Received against share warrant	1B	49.31	49.31
		2,483.66	2,355.74
Minority Interest		1.49	1.76
Non-current liabilities			
(a) Long-term borrowings	3	2,453.73	2,645.07
(ai) Unsecured Loans from promoters		96.66	96.66
(b) Long-term provisions	4	11.80	9.18
		2,562.19	2,750.91
Current liabilities			
(a) Short-term borrowings	5	2,704.12	2,401.45
(b) Trade payables	6	770.39	696.21
(c) Other current liabilities	7	420.77	309.21
(d) Short-term provisions	8	44.16	56.95
		3,939.44	3,463.82
TOTAL		8,986.78	8,572.22
II. ASSETS			
Non-current assets			
(a) Fixed assets	9		
(i) Tangible assets		3,342.42	3,513.47
(ii) Intangible assets		148.22	152.27
(iii) Capital work-in-progress		3.99	14.61
(b) Deferred Tax Assets		64.19	82.32
(c) Non-current investments	10	23.05	38.02
(d) Long-term loans and advances	11	106.55	102.95
		3,688.42	3,903.64
Current assets			
(a) Current investments	12	0.11	0.11
(b) Inventories	13	3,246.23	2,880.37
(c) Trade receivables	14	1,332.41	1,075.84
(d) Cash and cash equivalents	15	106.15	88.93
(e) Short-term loans and advances	16	574.47	596.62
(f) Other current assets	17	38.99	26.71
		5,298.36	4,668.58
TOTAL		8,986.78	8,572.22
Notes are integral part of the balance sheet & profit & loss account	1-42		

As per our report of even date attached
For V.K.Beswal & Associates
Chartered Accountants

CA. K.V. Beswal
Partner
Membership Number - 131054
Firm Reg No.:101083W

Date : 20/ 05 / 2016
Place : Mumbai

For and on behalf of Board of Directors

Aman Agrawal
Vice - Chairman

A.R. Mundra
Executive Director - Finance

Prashant Agrawal
Managing Director

Prachi Deshpande
Director - Secretarial &
Corporate Affairs ,
Company Secretary

Consolidated Statement of profit and loss for the year ended 31st March 2016

(Rs. In Crores)

Particulars	Note No.	For the year ending	
		As on 31st March, 2016	As on 31st March, 2015
Revenue from Operations	18	4,204.06	3,581.43
Other income	19	108.97	40.72
Total Revenue		4,313.03	3,622.15
Expenses:			
Cost of materials consumed	20	2,911.06	2,660.63
Changes in inventories of finished goods & work-in-progress	21	(255.67)	(329.84)
Changes in inventories of finished goods & work-in-progress	22	278.77	265.75
Finance costs	23	597.32	558.13
Depreciation and amortization expense	24	176.31	177.28
Other expenses	25	531.68	463.53
Total expenses		4,239.47	3,795.48
Profit (Loss) before exceptional and extraordinary items and tax			
		73.56	(173.33)
Exceptional items		-	0.80
Profit (Loss) before tax		73.56	(174.13)
Adjustment for Tax expense:			
(1) Current tax		(13.32)	(1.20)
(2) Deferred tax		-18.13	42.50
(3) Credit Entitlement		11.74	-
Profit (Loss) after tax before Minority Interest		53.85	(132.83)
Minority Interest		(0.15)	(0.52)
Profit (Loss) for the year		54.00	(132.31)
Earnings per equity share: (in Rs.)			
Basic		4.01	(9.87)
Diluted		4.01	(9.87)
<i>Notes are integral part of the balance sheet & profit & loss account</i>	1-42		

As per our report of even date attached

For V.K.Beswal & Associates
Chartered Accountants

CA. K.V. Beswal
Partner
Membership Number - 131054
Firm Reg No.:101083W

Date : 20/ 05 / 2016
Place : Mumbai

For and on behalf of Board of Directors

Aman Agrawal
Vice - Chairman

A.R. Mundra
Executive Director - Finance

Prashant Agrawal
Managing Director

Prachi Deshpande
Director - Secretarial &
Corporate Affairs ,
Company Secretary

Consolidated Cash Flow Statement

For The Year Ended 31.03.2016

(Rs. In Crores)

Particulars	For the year ending	
	on 31st March, 2016 Amount	on 31st March, 2015 Amount
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit (Loss) before Tax and after Extraordinary items	73.56	(174.13)
Adjustment For :		
Depreciation and amortization expense	176.31	177.28
Minority Interest	0.15	0.52
Finance costs	597.32	558.13
Interest & Dividend Income	(11.40)	(7.28)
Loss (profit) on sale of Assets	(16.71)	5.89
Prior Period Adjustment	-	-
Loss (Profit) on sale of investment	(42.12)	-12.17
Operative Profit before Working Capital Changes	777.11	548.24
Adjustment For :		
Trade Receivables	(256.57)	(210.69)
Other Receivables, Loans & Advances	13.61	55.41
Inventories	(365.86)	(399.16)
Trade, Other payable & Provisions	474.97	529.74
Cash Generation from Operations	643.26	523.54
Prior Period item	49.43	
Direct Taxes	(5.66)	(0.29)
Net Cash Flow from operating activities	687.03	523.25
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase/Sale of Fixed Assets (Net)	26.01	(8.36)
Purchase/Sale of Investments (Net)	57.09	20.76
Increase/(decrease) in Foreign Exchange Fluctuation Reserve	24.50	49.78
Interest & Dividend Income	11.40	7.28
Net Cash used in investing activities	119.00	69.46
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds (Repayemnt) of Borrowings	(191.34)	(49.16)
Interest on Term loans & Others	(597.32)	(558.13)
Increase/(decrease) in Minority Interest	(0.15)	0.38
Net Cash used in financing activities	(788.81)	(606.91)
D. NET CHANGE IN CASH AND CASH EQUIVALENTS		
(A+B+C)	17.22	(14.20)
Opening balance of cash & cash equivalents	88.93	103.13
Closing balance of cash & cash equivalents	106.15	88.93

As per our report of even date attached

For V.K.Beswal & Associates

Chartered Accountants

CA. K.V. Beswal

Partner

Membership Number - 131054

Firm Reg No.:101083W

Date : 20/ 05 / 2016

Place : Mumbai

For and on behalf of Board of Directors

Aman Agrawal

Vice - Chairman

Prashant Agrawal

Managing Director

A.R. Mundra

Executive Director - Finance

Prachi DeshpandeDirector - Secretarial &
Corporate Affairs ,
Company Secretary

Notes to Consolidated Financial Statements for the year ended 31st March 2016

Note - 1

SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31.03.2016 (Consolidated)

(A) PRINCIPLES OF CONSOLIDATION

The Consolidated financial statements relate to Bombay Rayon Fashions Ltd. ("the company") and its Subsidiaries.

The Consolidated financial statements have been prepared on following basis:

- (a) The financial statement of the company and components are combined on line –by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra group transactions resulting in unrealized profits/losses in accordance with accounting standard (AS) 21 "Consolidated Financial Statement" issued by the Institute of Chartered Accountants of India.
- (b) In case of foreign subsidiary, being non-integral foreign operations, revenue items are consolidated at the average exchange rate prevailing during the year. All assets and liabilities are converted at exchange rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the Exchange fluctuation reserve.
- (c) Minority Interest's share of net profit of consolidated components for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- (d) Minority Interest's share of net assets of consolidated components is identified and presented in the consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.
- (e) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

(B) BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounts) Rules, 2014, (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost basis. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

(C) SIGNIFICANT ACCOUNTING POLICIES

a. Revenue Recognition

- a) Domestic sales are accounted for on dispatch of goods to customers. Gross Sales are net of sales returns
- b) Export sales are accounted for on the basis of dates of Bill of Lading. Gross Sales are inclusive of incentives/benefits, and net of sales returns.
- c) Revenue from Job work is recognized when services are rendered.

b. Fixed Assets:

Fixed assets are stated at cost of acquisition less depreciation. Cost includes taxes, duties, freight, installation and other direct or allocated expenses up to the date of commercial production and net of CENVAT credit and Subsidy & similar taxes in case of foreign subsidiary received, if any.

Notes to Consolidated Financial Statements for the year ended 31st March 2016

c. Depreciation on Fixed Assets:

Depreciation on Fixed Assets is provided based on the useful life of the asset in the manner prescribed in Schedule II to the Companies Act, 2013, except where the useful life has been revised as per appropriate report obtained for certain assets for the purpose of determining the useful life.

d. Impairment of Assets:

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the profit & loss account as and when an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

e. Expenditure during construction period:

The expenditure incurred and attributable interest & financing costs incurred prior to commencement of commercial production including Trial Run Expenses in respect of new project & substantial expansion of existing facilities are capitalized.

f. Investments:

Current investments are carried at the lower of cost and quoted / fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

g. Foreign Currency:

- a) Transactions in foreign currencies are recorded at the exchange rates notified by CBEC or at the exchange rate under related forward exchange contracts. The realized exchange gains / losses are recognized in the Profit & Loss account. All foreign currency current assets and liabilities are translated in rupees at the rates prevailing on the date of balance sheet.
- b) In respect of branches, which are integral foreign operations, all transactions are translated at monthly average rates. Branch monetary assets and liabilities are restated at the rates prevailing on the date of balance sheet.

h. Employee Retirement Benefits

- a. Short Term Employee Benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.
- b. Post employment benefits are recognized as an expense in the Profit and Loss account for the year in which the employee has rendered services. The defined benefit obligation is provided for on the basis of an actuarial valuation on projected unit cost method.
- c. Long Term employee benefits are recognized as an expense in the Profit and Loss account for the year in which the employee has rendered services. The liabilities on account of leave encashment have been provided on basis of an actuarial valuation on projected unit cost method.

i. Taxation

- a) Provision for current tax is made with reference to taxable income computed for the accounting period, for which the financial statements are prepared by applying the tax rates as applicable.
- b) Deferred tax is recognized subject to the consideration of prudence, on timing differences being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in

Notes to Consolidated Financial Statements for the year ended 31st March 2016

one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognized and carried forward to extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

j. Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

k. Government Grants:

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with. When the grant or subsidy relates to an expense item, it is netted off with the relevant expense. Where the grant or subsidy relates to an asset, its value is deducted in arriving at the carrying amount of the related asset.

l. Segmental Reporting:

The Company is mainly engaged in the business of manufacturing of textiles consisting of yarn, fabrics and garments. Considering the nature of business and financial reporting of the Company, the Company has only one segment viz; textile as reportable segment. The Company operates in Local & Export segments geographically. The sale for both is separately given, but due to the nature of business the assets/liabilities and expenses for these activities cannot be bifurcated separately.

The Company is also engaged in power generation through coal and windmills & manufacturing of buttons, however the same are not considered as reportable segment in accordance with AS- 17.

m. Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes to the accounts. Contingent Assets are neither recognized nor disclosed in the financial statements.

Notes to Consolidated Financial Statements for the year ended 31st March 2016

Note : 1 Share Capital & Share Warrant

1A Share Capital

(Rs. In Crores)

Particulars	31st March, 2016		31st March, 2015	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of Rs.10 each	200,000,000	200.00	150,000,000	150.00
	200,000,000	200.00	150,000,000	150.00
Issued, Subscribed & fully paid up				
Equity Shares of Rs.10 each	134,600,000	134.60	134,600,000	134.60
Total	134,600,000	134.60	134,600,000	134.60

During the year the Company has increased its Authorised Capital from Rs.150 Crores to Rs.200 Crores with the consent of members in Annual General Meeting held on 29.09.2015 for which filing of necessary forms with Registrar of Companies are being in process.

B Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	Equity Shares			
	31st March, 2016		31st March, 2015	
	Numbers	Amount	Number	Amount
At the beginning of the year	134,600,000	134.60	134,600,000	134.60
Shares Issued during the year	-	-	-	-
At the end of the year	134,600,000	134.60	134,600,000	134.60

C Detail of shareholders holding more than 5% of shares in the company

Particulars	Equity Shares			
	31st March, 2016		31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Janardan Agrawal	7,576,140	5.63%	7,576,140	5.63%
Reynold Shirting Limited	13,449,947	9.99%	13,449,947	9.99%
AAA United B.V.	51,000,400	37.89%	51,000,400	37.89%
Ashwell Holding Company Pvt Ltd.	28,420,000	21.11%	28,420,000	21.11%

D Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013

Particulars	Aggregate No. of Shares (for last 5 Financial Years) Equity Shares :
Fully paid up pursuant to contract(s) without payment being received in cash	NIL
Fully paid up by way of bonus shares	NIL
Shares bought back	NIL

Notes to Consolidated Financial Statements for the year ended 31st March 2016

1B Share Warrant

(Rs. In Crores)

Particulars	31st March, 2016		31st March, 2015	
	Numbers	Amount	Numbers	Amount
75 lacs warrants at Rs.263 per warrant upfront money paid 25%	-	49.31		49.31

Note: The option for conversion of 75 Lacs warrants could not be exercised by the allottee within the prescribed period of 18 months ending on 04.04.2012. The company & allottee had filed an application before Securities & Exchange Board of India (SEBI) for refund of the upfront money of Rs. 4931.25 lacs. The said application was rejected by SEBI vide its Order dated August 10, 2012 and the appeal made against the said order was dismissed by Securities appellate Tribunal (SAT) vide their order dated June 28, 2013. Further to that, an appeal filed before Supreme Court by the Company and the Promoters which was dismissed, keeping the status quo with no further communication from SEBI in this regard.

Note - 2 : Reserve and surplus

Particulars	31 March, 2016	31 March 2015
a. Securities Premium Account	1,955.55	1,955.55
	-	-
Closing Balance	1,955.55	1,955.55
b. Capital Reserve on Consolidation	27.87	27.87
	-	-
Closing Balance	27.87	27.87
c. General reserves	37.00	37.00
	-	-
Closing Balance	37.00	37.00
d. Capital Reserve	0.40	0.40
e. Profit & Loss Account		
Opening Balance	130.21	278.23
Add : Profit for the year	54.00	(132.31)
Add : Prior period Item	49.43	-
Less : Assets Written off (Refer Note 9)	-	(15.71)
Closing Balance	233.64	130.21
f. Foreign Exchanges Fluctuation Reserves		
Opening balance	20.79	(28.99)
Add : During the year	24.50	49.78
Closing Balance	45.29	20.79
Total	2,299.75	2,171.82

Notes to Consolidated Financial Statements for the year ended 31st March 2016

Note - 3 : Long term borrowings

(Rs. In Crores)

Particulars	As On		As On	
	31st March, 2016		31st March, 2015	
	Non - Current		Current	
	Amount	Amount	Amount	Amount
(A) Secured				
a) Term Loans				
- From Banks*	2,448.83	2,644.47	294.17	216.35
* Term Loans from Banks are secured by First pari-passu charge on entire Fixed Assets of the company alongwith collateral of first pari-passu charge on entire current assets of the Company and further secured by personal gurantee of promoters, corporate gurantees/collaterals provided by the subsidiary company and other companies of promoters, pledge of promoter shares and hypothecation of 'Bombay Rayon' Brands.				
Repayment of loans and interest on Term Loans from banks due and unpaid as on 31.03.2016 Rs. 101.22 Crores (since paid Rs. 14.35 crores)				
b) Vehicle loans				
- From Banks	1.56	0.05	0.23	0.11
- From Other Parties	0.53	0.55	0.62	0.54
The vehicle loans from the banks and others are secured by hypothecation of specified vehicles against which the finance is obtained				
(B) Unsecured				
Others	2.81	-	-	-
Total	2,453.73	2,645.07	295.02	217.00

Note - 4 : Long Term Provisions

Particulars	31 March, 2016 Amount	31 March, 2015 Amount
Employee benefits	11.80	9.18
Total	11.80	9.18

Notes to Consolidated Financial Statements for the year ended 31st March 2016

Note - 5: Short term borrowings

(Rs. In Crores)

Particulars	31 March 2016 Amount	31 March 2015 Amount
Secured		
- Working Capital loans	2,610.60	2,354.96
Working capital Loans from banks are secured by First pari-passu charge on entire current Assets of the Company alongwith collateral of First pari-passu charge on entire Fixed Assets of the Company and further secured by personal guarantee of promoters, corporate guarantees/collaterals provided by the subsidiary company and other companies of promoters, pledge of promoter shares and hypothecation of 'Bombay Rayon' Brands.		
Unsecured		
Other Loans		
- From Other Parties	93.52	46.49
Total	2,704.12	2,401.45

Note - 6 : Trade payables

Particulars	31 March 2016 Amount	31 March 2015 Amount
Mirco, small and medium enterprises	0.07	0.05
Others	770.32	696.16
Total	770.39	696.21

The details of amount outstanding to Micro, Small and Medium Enterprises Based on available information is as under :

Particulars	31 March 2016 Amount	31 March 2015 Amount
Principal amount due and remaining unpaid	0.03	0.03
Interest due on above and unpaid interest	0.04	0.02
Interest paid	-	-
Payment made beyond the appointed date during the year	-	-
Interest due and payable for the period of delay	0.04	0.02
Interest accrued and remaing unpaid	0.04	0.02
Total	0.07	0.05

Notes to Consolidated Financial Statements for the year ended 31st March 2016

Note - 7 : Other Current Liabilities

(Rs. In Crores)

Particulars	31 March, 2016 Amount	31 March, 2015 Amount
(i) Customer Deposits	0.10	0.13
(ii) Outstanding expenses	54.26	55.36
(iii) Accrued Employee Expenses	1.97	2.53
(iii) Current maturities of Term Loans from banks*	294.17	216.35
(iv) Current maturities of Vehicle loans from banks*	0.23	0.11
(v) Current maturities of Vehicle loans from others*	0.62	0.54
* Refer Note No. 3 of the Balance Sheet		
(vi) Unclaimed Dividend	0.04	0.04
(vii) Statutory dues	69.38	34.15
Total	420.77	309.21

Note - 8 : Short Term Provisions

Particulars	31 March, 2016 Amount	31 March, 2015 Amount
Provision for Current Income Tax (net)	33.96	30.69
Provision for Employee benefits:		
Employee benefits	10.20	26.26
Total	44.16	56.95

Notes to Consolidated Financial Statements for the year ended 31st March 2016

(Rs. In Crores)

Fixed Assets	Gross Block				Accumulated Depreciation				NET BLOCK	
	Balance as at 01-04.2015	Additions	Disposals	Balance as at 31-03-2016	Balance as at 01-04.2015	For the year 1.04.2015	Transfer to Reserves	Deductions	Balance as at 31-03-2016	Balance as at 31-03-2015
Tangible Assets :										
Land	135.32	0.38	3.84	131.86	1.01	0.14	-	-	1.15	130.71
Buildings	825.51	5.74	17.20	814.05	139.89	27.01	-	1.94	164.96	649.09
Plant and Equipment	3,855.93	10.30	7.20	3,859.03	1,202.94	30.84	-	2.60	1,331.18	2,527.85
Vehicles	17.32	6.15	0.71	22.76	10.44	2.03	-	0.58	11.89	10.87
Computer	16.20	0.46	0.10	16.56	15.31	0.15	-	0.10	15.36	1.20
Furniture and Fixtures - Office equipment	72.81	1.88	0.01	74.68	40.04	11.94	-	-	51.98	22.70
Total	4,923.10	24.91	29.06	4,918.95	1,409.62	172.11	-	5.22	1,576.51	3,342.42
Intangible Assets :										
Goodwill, trademarks, Patents, right licencies etc	211.55	-	-	211.55	64.15	2.54	-	-	66.69	144.86
Computer software	11.18	0.17	0.01	11.34	6.32	1.66	-	-	7.98	3.36
Total	222.73	0.17	0.01	222.89	70.47	4.20	-	-	74.67	148.22
Capital Work In Progress										
Total										
Total	5,145.83	25.08	29.07	5,141.84	1,480.09	176.31	-	5.22	1,651.18	3,494.63
Previous Year	5165.91	17.47	37.55	5145.83	1312.34	177.28	15.71	25.23	1,480.09	3,680.35

Had the company provided depreciation as per old companies act, 1956, the charge for depreciation for the financial year 2014-15 would have been higher by Rs.158.34 Crores.

Where useful life had expired upto 31/03/2014 in accordance with the stipulated under Schedule II of the companies Act 2013, has been transferred to reserve.

Notes to Consolidated Financial Statements for the year ended 31st March 2016

Note - 10 : Non-current investments

(Rs. In Crores)

Particulars	As On 31 March 2016 Amount	As On 31 March 2015 Amount
OTHER THAN TRADE INVESTMENTS		
Unquoted Investment		
In Equity Shares others - fully paid up		
Islampur Integrated Textiles Park Pvt Ltd. 3800000 Shares of Rs. 10/- each	3.80	3.80
Latur Integrated Textiles Park Pvt Ltd. 3620000 shares of Rs.10/- each	3.62	3.62
Jankalyan Sahkari Bank Ltd. NIL (90100) Shares of Rs. 10/- each	-	0.09
Scotts Fashionciti India Limited 10000 Shares of Rs. 10/- each	0.01	0.01
Scotts Garments Limited 2000000 Shares of Rs. 10/- each	14.00	14.00
Arihant Organics Pvt Ltd 180 (500) shares of Rs.100 each	1.62	4.50
STI Sanoh India Limited Nil (11999300) Shares of Rs. 10/- each	-	12.00
Total	23.05	38.02

Note - 11 : Long-term loans and advances

Particulars	As On 31 March 2016 Amount	As On 31 March 2015 Amount
a. Security Deposits		
Unsecured, considered good	52.18	46.79
	52.18	46.79
b. Capital Advances		
Unsecured, considered good	54.37	56.01
	54.37	56.01
c. Other Loan & Advances		
Unsecured, considered good	-	0.15
Doubtful	24.51	24.51
Less: Provision for doubtful advances	24.51	24.51
	-	0.15
Total	106.55	102.95

Note -12 Current Investments

Particulars	As On 31 March 2016 Amount	As On 31 March 2015 Amount
In Mutual Fund unquoted fully paid up		
CP5G- Union KBC Protection Oriented Fund - Growth		
105070 Units	0.11	0.11
Total	0.11	0.11

Notes to Consolidated Financial Statements for the year ended 31st March 2016

Note - 13 : Inventories

(As certified by the management)

(Rs. In Crores)

Particulars	As On 31 March 2016 Amount	As On 31 March 2015 Amount
a. Raw Materials (Valued at cost)	987.28	889.42
b. Work-in-progress (Valued at cost)	989.45	979.66
c. Finished goods (Valued at lower of cost or net realisable value)	976.22	729.98
d. Stores and spares (Valued at cost)	293.15	281.01
e. Wastage (Valued at Net realizable value)	0.13	0.30
Total	3,246.23	2,880.37

Note - 14 : Trade Receivables

Particulars	As On 31 March 2016 Amount	As On 31 March 2015 Amount
Unsecured, considered good		
Over Six months	146.35	37.72
Others	1186.06	1038.12
Total	1,332.41	1,075.84

Note - 15 : Cash and cash equivalents

Particulars	As On 31 March 2016 Amount	As On 31 March 2015 Amount
Balances with banks		
On current accounts	52.69	33.93
Bank deposits	48.26	49.48
Money in transit	3.79	-
Cash on hand	1.41	5.52
Total	106.15	88.93

Notes to Consolidated Financial Statements for the year ended 31st March 2016

Note - 16: Short-term loans and advances

(Rs. In Crores)

Particulars	As On 31 March 2016 Amount	As On 31 March 2015 Amount
Advances receivable in cash or kind or for value to be received	101.65	130.78
Balance with Government Authorities	204.09	208.48
MAT Credit Entitlement	166.40	154.66
Deposits	102.29	102.56
Others	0.04	0.14
Total	574.47	596.62

Note - 17: Other Current Assets

Particulars	As On 31 March 2016 Amount	As On 31 March 2015 Amount
Insurance claim receivable	0.85	0.85
Balance with Government Authorities	1.15	1.29
Other Receivable	36.99	24.57
Total	38.99	26.71

Note - 18: Revenue from operations

Particulars	For the year ended 31 March 2016 Amount	For the year ended 31 March 2015 Amount
Revenue from operations		
Sale of products :		
Finished goods	4,193.74	3,558.35
Other Goods	9.70	8.55
Gross Sales	4,203.44	3,566.90
Less: Excise Duty	0.46	0.37
	4,202.98	3,566.53
Sale of Services:		
-Jobwork	-	0.87
Other Operating Revenue	1.08	14.03
Total	4,204.06	3,581.43

Notes to Consolidated Financial Statements for the year ended 31st March 2016

Note - 19 : Other Income

(Rs. In Crores)

Particulars	For the year ending 31 March 2016 Amount	For the year ending 31 March 2015 Amount
Interest Income	8.40	7.28
Profit on sale of Investment	45.00	12.17
Profit on sale of Fixed Assets	19.68	0.21
Dividend Income	3.00	-
Exchange fluctuation gain	14.40	9.89
Insurance Claim received	0.02	-
Miscellaneous income	18.47	11.17
Total	108.97	40.72

Note - 20: Cost of materials consumed

Particulars	For the year ending 31 March 2016 Amount	For the year ending 31 March 2015 Amount
Inventory at the beginning of the year	889.42	878.72
Add : Purchase	3,008.92	2,671.33
	3,898.34	3,550.05
Less : Inventory at the end of the year	987.28	889.42
Total	2,911.06	2,660.63

Note - 21: Increase (-) / decrease (+) in inventories

Particulars	For the year ending 31 March 2016 Amount	For the year ending 31 March 2015 Amount
Inventory at the end of the year		
Finished Goods	976.22	729.98
Work-in-progress	989.45	979.66
Wastage	0.13	0.30
Total (A)	1,965.80	1,709.94
Inventory at the beginning of the year		
Finished Goods	730.17	657.29
Work-in-progress	979.66	722.37
Wastage	0.30	0.44
Total (B)	1,710.13	1,380.10
Total	-255.67	-329.84

Notes to Consolidated Financial Statements for the year ended 31st March 2016

Note - 22: Employee benefit expenses

(Rs. In Crores)

Particulars	For the year ending 31 March 2016 Amount	For the year ending 31 March 2015 Amount
Salaries & wages	239.93	232.02
Contributions to provident and other fund	19.35	22.29
Gratuity & Bonus	1.41	-
Workmen & Staff welfare expenses	18.08	11.44
Total	278.77	265.75

Note - 23 : Finance costs

Particulars	For the year ending 31 March 2016 Amount	For the year ending 31 March 2015 Amount
Interest expense	587.69	549.68
Bank Charges	9.63	8.45
Total	597.32	558.13

Note - 24 : Depreciation and amortization expenses

(Rs. In Crores)

Particulars	For the year ending 31 March 2016 Amount	For the year ending 31 March 2015 Amount
Depreciation of tangible assets	172.11	170.00
Amortization of intangible assets	4.20	7.28
Total	176.31	177.28

Note - 25 : Other expenses

Particulars	For the year ending 31 March 2016 Amount	For the year ending 31 March 2015 Amount
Stores & spares consumption	106.28	89.31
Packing material and expenses	19.56	16.02
Power and fuel (net)	132.05	119.83
Fibre Processing & Handling Expenses	0.93	0.63
Water charges	14.60	15.48
Staff Recruitment	0.03	-
Freight & Forwarding	0.17	0.72

Notes to Consolidated Financial Statements for the year ended 31st March 2016

Particulars	For the year ending 31 March 2016 Amount	For the year ending 31 March 2015 Amount
Job Charges for:		
Yarn	22.38	0.44
Process	1.34	0.79
Weaving	22.63	14.60
Design & development & Others	50.04	26.78
Rent	25.85	37.97
Rates and taxes	5.23	16.61
Insurance	2.88	2.94
Keyman insurance	0.72	2.31
Repair and maintenance		
Plant and machinery	5.97	7.70
Building	2.73	0.74
Vehicles	0.50	0.52
Others	2.38	2.51
Advertising and bussiness promotion	2.63	2.69
Books & Periodicals	0.34	0.06
Commission and brokerage	1.61	5.91
Travelling and conveyance	11.57	12.12
Transportation	34.06	20.57
Communication costs	4.02	3.51
Printing and stationary	2.34	1.75
Legal and professional fees	10.25	19.07
Director's remuneration	5.38	8.15
Computer expenses	0.02	-
Directors' sitting fees	0.10	0.05
Bad debts written off	0.13	-
Auditor's remuneration	1.25	1.10
Contract Labour	0.47	-
Environmental Control Exp	0.40	0.56
Security Service Charges	5.22	5.54
Loss on sale of Assets	2.97	6.10
Loss on sale of Investment	2.88	-
Miscellaneous expenses	29.77	20.45
Total	531.68	463.53

Notes to Consolidated Financial Statements for the year ended 31st March 2016

Payments to auditor

(Rs. In Crores)

Particulars	For the year ending 31 March 2016 Amount	For the year ending 31 March 2015 Amount
For Audit Fee	0.65	0.67
For Tax Audit Fee	0.52	0.37
For Certification & Others	0.08	0.06
Total	1.25	1.10

Note 26: CONTINGENT LIABILITIES NOT PROVIDED FOR

Particulars	As at 31 March 2016	As at 31 March 2015
(i) Bills Discounted with Banks under Letter of credits or otherwise.	85.39	107.53
(ii) Bank Guarantee	3.5	2.97
(iii) Claims against the company towards energy charges on Captive Generation.	4.90	4.90
(iv) Estimated Interest amount payable on confirmed demand for sales and entry tax	0.94	0.87
(v) Liability towards M/s Maharashtra State Cotton Grower Mktg. Federation on account of pending dispute under court of law.	0.74	0.74
(vi) Disputed Sales Tax/ Entry Tax Demands	0.63	0.63
(vii) Demand towards Show Cause Notice Issued by Additional Commissioner of Central excise in the matter of wrong availment of cenvat on packing material used in packing of cotton waste, amount inclusive of penalty.	0.11	0.11
(viii) Demand towards Show Cause Notice Issued by Excise Department for charging Additional Customs Duty ,including penalty, on the import of HSD on account of which dispute is pending in high court	0.66	0.66
(ix) Demand towards Show Cause Notice Issued by Excise Department for charging Additional Custom Duty, including penalty, on the import of HSD on account of which dispute is pending under Appeal	0.27	0.27
(x) Claim of Gujarat State Co-operative Cotton Federation Limited (GUJCOT) for cotton supplies, interest, carrying charges etc. disputed and not acknowledged by the Company.(Refer Note:27)	103.85	103.85
(xi) Employees Provident Fund	6.54	-
(xii) Employees State Insurance Contribution	2.93	-
(xiii) Disputed demand outstanding related to Income Tax (The appeals/rectification are pending with income tax authorities)	52.47	2.36

Notes to Consolidated Financial Statements for the year ended 31st March 2016

Note – 27:

- a) In case of one of the Subsidiary company, the Hon'ble BIFR Bench, vide order dated 1st November, 2010 while accepting the report of Operating Agency directed the company to incorporate the dues of GUJCOT in Draft Rehabilitation Scheme (DRS).
- b) The Company has preferred an appeal against the said order before Appellate Authority for Industrial & Financial Reconstruction (AAIFR) and the AAIFR vide their order dated 6th April, 2011 directed that impugned directions passed by the BIFR shall be subject to the final order passed by AAIFR in the Appeal.
- c) In the final hearing dated 29th April, 2013 the AAIFR agreed with the submissions of the Company and remanded the case to BIFR with a direction to hear matter on the points raised in appeal before AAIFR. The hearing was scheduled on 25th Mar,2015. However the same was not heard as the bench did not function on the said date. No further date of hearing has been notified.

Note 28 – Capital commitments

(Rs. In Crores)

Particulars	As on 31 March 2016	As on 31 March 2015
Estimated amount of Capital Contracts remaining to be executed (net of advances)	0.53	3.64

Note 29:

The Holding Company and the promoters are in the process to take action to comply with the regulations of Securities and Exchange Board of India related to Minimum public Shareholding (MPS) to increase the public shareholding to 25%.

Note 30 - Corporate debt restructuring (CDR) (Holding Company):

- 1 During the FY 13-14, the Company's proposal for restructuring of its debts was approved by Corporate Debt Restructuring Cell ("CDR Cell") vide Letter of Approval (LOA) dated September 27, 2013. The cut off date (COD) for implementation of CDR was 1st April, 2013. The Company has executed Master Restructuring Agreement ('MRA') with CDR Lenders on September 30, 2013. The details of the Restructuring package as approved by CDR Cell are as under :-
 - a) Restructuring of repayment schedule for term loans under Technology Upgradation Funds Scheme (TUFS) and Non -TUFS Term Loans, reduction in interest rates, Additional facilities in the form of working capital term loan (WCTL) & Funded Interest Term Loan (FITL)
 - b) The promoters were required to bring contribution equivalent to 25% of the sacrifice amount by lenders. Accordingly promoters have brought in an amount of Rs.96.66 crores as unsecured loan
 - c) Lenders with the approval of CDR EG shall have the right to recompense the reliefs/ sacrifices/ waivers extended by respective CDR Lenders as per the CDR guidelines. The recompense payable is contingent on various factors including improved performance of the Company and many other conditions, the outcome of which is currently materially uncertain. Tentative recompense amount comes to Rs.526.98 crores.

Notes to Consolidated Financial Statements for the year ended 31st March 2016

2 Total Secured Term Loans as on March 31, 2016 (Note 3) comprises of :-

(Rs. In Crores)

Sr No.	Particulars	31 March 2016	31 March 2015
1	Term Loans under TUFS	1000.85	1043.04
2	Term loans Non – TUFS	844.77	890.73
3	Working capital Term Loan (WCTL)	684.07	701.11
4	Funded Interest Term Loan (FITL)	213.31	225.94
	TOTAL	2743.00	2860.82

Note – 31: As per Accounting Standard 15 "Employee benefits as defined in the Accounting Standard are given below:

Defined Gratuity Plan:

Gratuity

Sr. No.	Particulars	As on 31 March 2016	As on 31 March 2015
1	Assumption		
	Discount Rate	7.96%	8.03%
	Salary Escalation	5.00%	5.00%
2	Present value of Obligation		
	Present value of obligations as at beginning of year	10.80	8.49
	Interest cost	0.86	0.79
	Current Service Cost	3.41	2.61
	Liability Transferred In	-	-
	Past service cost	-	-0.02
	Benefits Paid	-1.83	-2.68
	Prior Year Charge	-	-
	Actuarial (gain)/ loss on obligations	-0.1	1.61
	Present value of obligations as at end of year	13.15	10.80
3	Fair value of plan assets		
	Fair value of plan assets at beginning of year	1.98	2.21
	Expected return on plan assets	0.17	0.20
	Contributions	0.07	0.17
	Assets Transferred In	-	-
	Benefits Paid	-0.48	-0.58
	Actuarial (gain)/ loss on obligations	0	-0.03
	Fair value of plan assets at the end of year	1.72	1.98
	Funded Status	1.22	0.63

Notes to Consolidated Financial Statements for the year ended 31st March 2016

(Rs. In Crores)

Sr. No.	Particulars	As on 31 March 2016	As on 31 March 2015
4	Actuarial Gain/Loss recognized		
	Actuarial (gain)/ loss on obligations	-0.09	0.91
	Actuarial (gain)/ loss for the year - plan assets	0.01	0.02
	Actuarial (gain)/ loss on obligations	-0.08	1.63
	Actuarial (gain)/ loss recognized in the year	0.08	1.63
5	The amounts to be recognized in the balance sheet		
	Present value of obligations as at the end of year	13.15	10.80
	Fair value of plan assets as at the end of the year	1.72	1.98
	Funded status	-11.44	-7.55
6	Expenses Recognized in statement of Profit and loss		
	Current Service cost	3.42	2.61
	Past service Cost	-	-0.02
	Interest Cost	0.84	1379.65
	Expected return on plan assets	0.17	0.06
	Net Actuarial (gain)/ loss recognized in the year	-0.07	1.62
	Expenses to be recognized in statement of Profit and loss	4.04	4.81

Note – 32: Related Party Disclosure

Name of the Related Party

(A) Related parties where common control exists

	Particulars
A	Reynold Shirting Ltd.
B	Bombay Rayon Clothing Ltd.
C	Bestsellers Retail India Pvt. Ltd.
D	Best United Lifestyles Pvt. Ltd.
E	Best United India Comforts Pvt. Ltd.
F	Bestseller Wholesale India Pvt. Ltd.
G	B. R. Machine Tools Pvt. Ltd.
H	Latur Integrated Textile Park Pvt. Ltd.
I	Islampur Integrated Textile Park Pvt. Ltd.
J	STI Sanoh India Ltd. (Upto 21.08.2015)
K	Kagal Industrial Textile Technology Park Pvt. Ltd.
L	Ashwell Holding Company Pvt. Ltd.
M	Clinvent Real Estate Pvt. Ltd.
N	Arihant Organics Pvt. Ltd.
O	STI Fabriccraft Pvt Ltd

Notes to Consolidated Financial Statements for the year ended 31st March 2016

(B) Key Managerial Personnel and their relatives

	Name	Designation
A	For Holding Company	
	Mr. Janardan Agrawal	Non Executive Chairman
	Mr. Aman Agrawal	Vice Chairman
	Mr. Prashant Agrawal	Managing Director
	Mr. A.R. Mundra	Executive Director –Finance
	Mrs. Prachi Deshpande	Director - Secretarial & Corporate Affairs, Company Secretary
	Mrs. Bimla Devi Agrawal	Relative of Director
	Mrs. Vinita Agrawal	Relative of Director
B	For Subsidiary	
	Dr. R.B. Baheti	Non Executive Chairman
	Mr. Prashant Agrawal	Managing Director
	Mr. Aman Agrawal	Vice – Chairman
	Mr. K.N.Garg (up to 30.09.2015)	Director
	Mrs. Pushpa Garg	President
	Mr. Mukesh Maheshwari	Chief Financial Officer
	Mr. Deepesh Nayak	Company Secretary

(C) Transactions with Related Parties

(Rs. In Crores)

Particulars	Current year	Previous year
Transaction with Other Related Parties		
Rent paid	14.91	25.64
Purchase	127.04	187.19
Sales	0.34	0.03
Loans & Advances Taken	-	7.47
Loans & Advances Given	-	-
Loan & Advances received Back	-	-
Job Work charges Paid	19.99	14.65
Sales – Job Work Income	-	0.03
Rental Income	5.52	5.52
Dividend Received	3.00	-
Transaction with Key managerial personnel & other Relatives		
Director Remuneration	5.38	6.69
Rent Paid	0.17	0.59
Salary	1.47	0.34

Notes to Consolidated Financial Statements for the year ended 31st March 2016

Note 33 :

Promoters and in case of holding Company have provided personal/corporate guarantee & collaterals for securing the Term Loans and working capital loan facilities availed by the holding company restricted upto the realizable value of assets provided as security.

Note 34: Earnings Per Share

Sr.	Particulars	Current year	Previous year
(i)	No. of shares at the beginning of the year	134600000	134600000
(ii)	No. of Shares at the end of the year	134600000	134600000
(iii)	Weighted average number of Equity Shares outstanding during the year	134600000	134600000
EPS			
(i)	Net (loss) available for Equity Shareholder (Rs. In Crore)	54.00	(132.31)
(ii)	Basic Earning Per Share (in Rs.)	4.01	(9.87)
(iii)	Diluted Earning Per Share (in Rs.)	4.01	(9.87)

Note 35: C.I.F. Value of Imports

Particulars	Current year	Previous year
(a) Stores & Spares	6.09	30.58
(b) Capital Goods	6.69	2.37
(c) Raw Materials	39.92	25.88

Note 36: Expenditure in Foreign Currency

(Rs. In Crore)

Particulars	Current year	Previous year
(a) Traveling	0.81	0.98
(b) Commission on Export Sales	0.24	0.29
(c) Business Promotions	-	0.51
(d) Others	1.35	1.20

Note 37: Earning in Foreign Exchange

Particulars	Current year	Previous year
FOB value of Exports	602.64	397.14

Note 38:

During the year the Bombay Rayon Holdings Ltd i.e. Wholly owned subsidiary of the Company has acquired 2,50,000 Equity shares of Euro 1 each in BRFL ITALIA LICENSES SRL in December 2015 which was the Subsidiary Company of BRFL ITALIA SRL i.e Wholly Owned Subsidiary (WOS).

Note 39:

In respect of the financial statements of the subsidiary companies M/s. BRFL Italia srl and M/s BRFL Italia Licenses SRL the reporting dates is December 31, 2015. As a result the consolidation of these subsidiary have been done for a period of 12 months i.e. January 01, 2015 to December 31, 2015 for the year ended March 31, 2016.

Notes to Consolidated Financial Statements for the year ended 31st March 2016

Note 40: Note on CSR

Pursuant to section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 including further amendments thereto, a company has to spend, in every financial year, at least 2% of the average net profits of the company made during the last three years immediately preceding financial year, as per the objects mentioned in the Rules.

There being no average net profits during the immediately preceding last three financial years, the provisions of section 135 of the Companies Act, 2013 are not applicable.

Note 41: Note on Managerial Remuneration

In view of inadequate profit during the Financial Year. 2013-14 and 2014-15 the managerial remuneration paid exceeds the limits as mentioned under section 197 of the Companies Act, 2013 read with Schedule V. The company is in the process of obtaining the necessary approvals for the same.

Note 42:

Previous year figures have been re-grouped / reclassified wherever necessary to make them comparable with current year.

As per our report of even date attached

For V.K.Beswal & Associates
Chartered Accountants

CA. K.V. Beswal
Partner
Membership Number - 131054
Firm Reg No.:101083W

Date : 20/ 05 / 2016
Place : Mumbai

For and on behalf of Board of Directors

Aman Agrawal
Vice - Chairman

A.R. Mundra
Executive Director - Finance

Prashant Agrawal
Managing Director

Prachi Deshpande
Director - Secretarial &
Corporate Affairs ,
Company Secretary

Notice

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Shareholders of BOMBAY RAYON FASHIONS LIMITED will be held on Friday, September 23rd, 2016 at 1st Floor, 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 the Standalone audited financial statements of the Company for the financial year ended 31st March, 2016 together with the Report of the Board of Directors and the Auditors thereon and audited consolidated financial statements for the financial year ended 31st March 2016.
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.
4. To appoint M/s V.K. Beswal & Associates, Chartered Accountants [Firm Registration No. 101083W] as Statutory Auditors of the Company pursuant to Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) to hold office from the conclusion of this meeting till the conclusion of the Twenty Fourth Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

5. **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 alteration of Articles of Association by adoption of new Articles of Association of the Company in total exclusion and replacement of existing Articles of Association and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby 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”.

6. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT in supersession to earlier resolution passed in connection with the payment of remuneration in the form of commission to Mr. Janardhan Agrawal, Non- Executive Chairman of the Company, pursuant to the provision of Section 197 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, Regulation 17(6) a of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and all other applicable regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Articles of Associations of the Company, a sum not exceeding 1% of the net profits of the Company per annum computed in the manner prescribed in section 198 of the Companies Act, 2013, for a period of five years starting from the financial year ending on April 1, 2016 be determined and paid as commission to the Chairman.”

7. 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 Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and based on recommendation of the Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Aman Agrawal as a Whole-time Director designated as Vice Chairman of the Company for a period of 3 years with effect from 1st June, 2016 to 31st May, 2019 on a remuneration not exceeding Rs. 4,80,00,000/- per annum (Rupees Four Crores Eighty Lacs only) and that the Vice Chairman shall also be entitled for the perquisites as per the details given in explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary the remuneration and perquisites, as specified aforesaid, to the extent as may be considered appropriate and necessary by the Board of Directors in mutual consultation with Mr. Aman Agrawal, Vice-Chairman and further authorised to take all such actions and do all such things as may be deemed necessary, desirable and expedient for giving effect to the above resolution.

RESOLVED FURTHER THAT in case if the Company has no profits or profits are inadequate, the aforesaid remuneration by way of salary, perquisites, allowances, incentives etc shall be treated as minimum remuneration payable to Mr. Aman Agrawal, Vice Chairman, subject to the approval of Central Government and/or other concerned authorities, if any.”

8. To consider and if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and based on recommendation of the Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Prashant Agrawal as a Managing Director of the Company for a period of 3 years with effect from 1st June, 2016 to 31st May, 2019 on a remuneration not exceeding Rs. 4,80,00,000/- per annum (Rupees Four Crores Eighty Lacs only) and that the Managing Director shall also be entitled for the perquisites as per the details given in explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary the remuneration and perquisites, as specified aforesaid, to the extent as may be considered appropriate and necessary by the Board of Directors in mutual consultation with Mr. Prashant Agrawal, Managing Director and further authorised to take all such actions and do all such things as may be deemed necessary, desirable and expedient for giving effect to the above resolution.

RESOLVED FURTHER THAT in case if the Company has no profits or profits are inadequate, the aforesaid remuneration by way of salary, perquisites, allowances, incentives etc. shall be treated as minimum

remuneration payable to Mr. Prashant Agrawal, Managing Director, subject to the approval of Central Government and/or other concerned authorities, if any required."

9. 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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and based on recommendation of the Nomination and Remuneration Committee, if any required, the consent of the Company be and is hereby accorded to the appointment of Mr. A. R. Mundra as a Whole-Time Director designated as Executive Director – Finance of the Company for a period of 3 years with effect from 1st June, 2016 to 31st May 2019 on a remuneration not exceeding Rs. 90,00,000/- (Rupees Ninety Lacs Only) per annum and that the Executive Director – Finance shall also be entitled for the perquisites as per the details given in explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary the remuneration and perquisites, as specified aforesaid, to the extent as may be considered appropriate and necessary by the Board of Directors in mutual consultation with Mr. A. R. Mundra, Whole-Time Director and further authorised to take all such actions and do all such things as may be deemed necessary, desirable and expedient for giving effect to the above resolution.

RESOLVED FURTHER THAT in case if the Company has no profits or profits are inadequate, the aforesaid remuneration by way of salary, perquisites, allowances, incentives etc. shall be treated as minimum remuneration payable to Mr. A.R. Mundra, Executive Director – Finance, subject to the approval of Central Government and/or other concerned authorities, if any required."

10. 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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and based on recommendation of the Nomination and Remuneration Committee, if any required, the consent of the Company be and is hereby accorded to the appointment of Ms. Prachi Deshpande as a Whole-Time Director designated as Director – Secretarial & Corporate Affairs of the Company for a period of 3 years with effect from 1st June, 2016 to 31st May 2019 on a remuneration not exceeding Rs. 36,00,000/- (Rupees Thirty Six Lacs only) per annum and that the Director – Secretarial & Corporate Affairs of the Company shall also be entitled for the perquisites as per the details given in explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary the remuneration and perquisites, as specified aforesaid, to the extent as may be considered appropriate and necessary by the Board of Directors in mutual consultation with Ms. Prachi Deshpande, Director – Secretarial & Corporate Affairs and further authorised to take all such actions and do all such things as may be deemed necessary, desirable and expedient for giving effect to the above resolution.

RESOLVED FURTHER THAT in case if the Company has no profits or profits are inadequate, the aforesaid remuneration by way of salary, perquisites, allowances, incentives etc. shall be treated as minimum remuneration payable to Ms. Prachi Deshpande, Director – Secretarial & Corporate Affairs, subject to the approval of Central Government and/or other concerned authorities, if any required"

11. 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 upon recommendation of the Audit Committee of the Company, payment of remuneration to 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 2016-17, of Rs. 5,00,000/- (Rupees Five 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.”

12. 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 20 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with rules made thereunder, a document as may be required to serve on any member by the Company, under the provisions of the Companies Act, 2013 by post or by registered post or by speed post or by courier at his address registered with the Depository Participant or by electronic means, the consent of the members be and is hereby accorded to charge from such member the fee in advance equivalent to the estimated expenses of delivery of the documents, pursuant to any request made by the member for delivery of such document to him, through a particular mode of service mentioned above;

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to this resolution.”

Place: Mumbai

Dated: 5th August, 2016

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

Prachi Deshpande
Company Secretary

Registered Office Address:

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

CIN: L17120MH1992PLC066880

TEL No: +91 22 39858800/61068800 **Fax No** 91 22 39858700

Mail: investors@bombayrayon.com **Website :** www.bombayrayon.com

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 seven 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. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 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.
7. The Register of the Members and the Share Transfer Books of the Company will remain closed from, Friday, 16th September, 2016 to Friday, 23rd September, 2016.
8. The Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, for Special Business, setting out all material facts and the statement of particulars of Directors seeking appointment, as required under SEBI (Listing Obligations and Disclosure Requirement Regulations, 2015 are annexed hereto. The Directors have furnished the requisite consents / declarations for their appointment.
9. Member's attending the meeting are requested to bring with them, their copy of Annual Report and attendance slip attached herewith.
10. The Annual Accounts of the Subsidiary Companies shall be available at the Registered Office of the Company for inspection by any shareholder. The copies of the accounts of 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.

Members desiring any information on the Annual Financial Statements are requested to write to the Company at least 48 (Forty eight) hours before the AGM. This would enable the Company to compile the information and provide replies in the meeting.

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12. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on date 16th September, 2016 to 22nd September, 2016 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. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends upto the financial year 2008-2009, to the Investor Education & Protection Fund (the IEPF) established by the Central Government.
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 23rd 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 voting period begins on Tuesday, 20th September, 2016 at 9.00 a.m. and ends on Thursday, 22nd September, 2016 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) 16th September, 2016 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders) • 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	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.
Dividend bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • 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.

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(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 16th September, 2016. 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-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078, Tel. No: 022-25946970, Fax No: 022- 25946969, E-mail: rnt.helpdesk@linkintime.co.in so as to reach him on or before Thursday, 22nd September, 2016, 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.

Place: Mumbai
Dated: 5th August, 2016

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

Prachi Deshpande
Company Secretary

Registered Office Address:

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

CIN: L17120MH1992PLC066880

TEL No: +91 22 39858800/61068800 **Fax No** 91 22 39858700

Mail: investors@bombayrayon.com **Website :** www.bombayrayon.com

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

Item No. 5:

It is proposed to adopt new set of Articles of Association in total exclusion and replacement of the existing Articles of Association (hereinafter referred to as 'the Articles') of the Company. In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for alteration in Articles of Association of the Company. The articles have been amended from time to time depending on the need for changes in line with the regulatory/ administrative in the related provision requirement. In view of amendments & requirements of listed company, it is felt expedient to replace the existing Articles with the new set of Article of Association of the Company.

These amendments are procedural in nature and for smooth working of activities.

The proposed draft Articles of Association is available for inspection of the shareholders of Company at the registered office of the Company on all working days (during business hours) from 16th September, 2016 upto the date of Annual General Meeting.

The Board recommends the above resolution for your approval by way of a Special Resolution.

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 in which the Promoters, Directors or Key Managerial Persons are concerned or interested, financially or otherwise, in the above resolution.

Item No. 6:

The Board of Directors at their Meeting held on Friday, 5th August, 2016 on the recommendations made by the Nomination and Remuneration Committee, has considered and recommended the payment of remuneration in the form of commission of a sum not exceeding 1% of the net profit to Mr. Janardhan Agrawal, a Non- Executive Chairman for the period of five years from FY 2016-17.

In the Annual General Meeting held on 15th September, 2011, the shareholders had passed the special resolution for the payment of remuneration to Mr. Janardhan Agrawal being 1% of the net profit for the period of five years from FY 2011-12.

Pursuant to section 197 of the Companies Act, 2013, it is proposed to pay commission based on the net profit of the Company computed in the manner laid down in section 198 of the Companies Act, 2013 for a period of five year from the financial year 2016-17.

Accordingly, the Special Resolution seeking approval of members for the payment of remuneration as mentioned in Item No. 6 of the Notice.

None of the persons specified in Section 102 of the Companies Act, 2013 except Directors Mr. Janardhan Agrawal, Mr. Aman Agrawal & Mr. Prashant Agrawal and Promoters, and their relatives, are concerned or interested in the above resolution.

Item No. 7:

The Board of Directors at their Meeting held on Friday, 5th August, 2016 on the recommendations made by the Nomination and Remuneration Committee, has considered and approved the re-appointment of Mr. Aman Agrawal as Vice Chairman with a remuneration not exceeding Rs. 4.80 crores per annum for the period of 3 years commencing from 1st June, 2016 to 31st May, 2019 on the terms and conditions as enumerated herein below.

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards - 2 and as per part II of Schedule V to the Companies 2013, Disclosures pertaining to the proposed to be appointment of Director are as under:

Name of the Director	Mr. Aman Agrawal
Age	44
Date of appointment on the Board	1 st June, 2016
Education Qualification	Bachelor's Degree in Commerce and a Master's Degree in Business Administration from a reputed school in Australia.
Background details, Recognition or awards and Experience & Expertise	He has over 24 years of experience in the textile industry. He has strategically directed the business to newer heights. He has always encouraged innovation such as a fresh approach to projects, implementation of new technologies in the various factories of the Company and IT System integration in its offices. Under his guidance, the Company has established top class manufacturing facilities in weaving, fabric processing, garmenting, etc. Mr. Aman has played an instrumental role in the growth of the Company till date.
Job Profile and his suitability	As a Vice Chairman Mr. Aman Agrawal would be in overall charge of the organization to ensure to make it more productive. His more focus would be in areas related to IT, new technologies etc.
Terms and Condition of appointment /Re-appointment including brief terms	The Company shall provide a car with driver to the Vice Chairman for business use of the Company.
Details of Remuneration sought to be paid	Not exceeding Rs.4,80,00,000/- p.a.
Remuneration last drawn	Rs. 2,20,99,943 / - p.a. for financial year 2015-16
Number of Meetings attended during the year	Four

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Relationship with other Director, Manager and other Key Managerial Personnel and other pecuniary relationship with the Company	The appointee is a son of Mr. Janardhan Agrawal, Chairman of the Company & Brother of Mr. Prashant Agrawal, and Managing Director of the Company. The Vice Chairman 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. He holds 3338404 Equity Shares of the Company.
Other membership/Chairmanship of Committees of the Boards	Nil
Other Directorship as on 31st March 2016	Reynold Shirting Limited Bombay Rayon Clothing Limited Bombay Rayon Holdings Limited STI India Limited B.R. Machine Tools Private Limited Scotts Apparels Private Limited Latur Integrated Textile Park Private limited Best United Lifestyles Private Limited Best United India Comforts Private Limited Bestseller Retail India Private Limited Bestseller Wholesale India Private Limited Ashwell Holding Company Private Limited Bluerays Realtors Private Limited

The resolution mentioned under Item No. 7 of the notice is being proposed to seek your consent under Section 196,197,198 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act. Mr. Aman Agrawal shall be liable to retire by rotation. Except Mr. Janardhan Agrawal, Mr. Prashant Agrawal and Mr. Aman Agrawal himself no other Directors and Key Managerial Personnel and their relatives shall be deemed to be concerned or interested in the above resolution.

Item No. 8:

The Board of Directors at their Meeting held on Friday, 5th August, 2016 on the recommendations made by the Nomination and Remuneration Committee, has considered and approved the re-appointment of Mr. Prashant Agrawal as Managing Director with remuneration not exceeding Rs. 4.80 Crores per annum for the period of 3 years commencing from 1st June, 2016 to 31st May, 2019 on the terms and conditions as enumerated herein below

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards - 2 and as per part II of Schedule V to the Companies Act, 2013, Disclosures pertaining to the proposed to be appointment of Director are as under:

Name of the Director	Mr. Prashant Agrawal
Age	42
Date of appointment on the Board	1 st June, 2016
Education Qualification	Bachelor's Degree in Technology (Chemical) and a Master's Degree in Chemical Engineering and Petroleum refining from a reputed university in USA.
Background details, Recognition or awards and Experience & Expertise	Mr. Prashant Agrawal has over 22 years of experience in textile industry. 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. He is B.Tech in Chemical & M.S.–Chemical Engineering & Petroleum Refining (USA).
Job Profile and suitability	As a Managing Director Mr. Prashant Agrawal is expected to be in charge of overall business. The more focus would be on the consolidation of business to increase the efficiency of all manufacturing facilities, new strategies for future growth.
Terms and Condition of appointment / Reappointment (other brief terms also required to be stated)	The Company shall provide a car with driver to the Managing Director for business use of the Company.
Details of Remuneration sought to be paid	Not exceeding Rs.4,80,00,000/- p.a.
Remuneration last drawn	Rs. 2,20,99,943 / - p.a. for financial year 2015-16
Number of Meetings attended during the year	Six
Relationship with other Director, Manager and other Key Managerial Personnel and other pecuniary relationship with the Company	The appointee is son of Mr. Janardhan Agrawal, Chairman of the Company & Brother of Mr. Aman Agrawal, Vice-Chairman of the Company. The Managing Director has no other pecuniary relationship with the Company apart from the receipt of remuneration and perquisites entitled as a Managing

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	Director of the Company. He holds 6085082 Equity Shares of the Company.
Other membership/Chairmanship of Committees of the Boards	-
Other Directorship as on 31st March 2016	Reynold Shirting Limited Bombay Rayon Clothing Limited Bombay Rayon Holdings Limited STI India Limited B.R. Machine Tools Private Limited Islampur Integrated Textile Park Private limited GFI Infrastructure Development Private Limited Best United Lifestyles Private Limited Best United India Comforts Private Limited Bestseller Retail India Private Limited Bestseller Wholesale India Private Limited Tarapur Environment Protection Society Ashwell Holding Company Private Limited Bluerays Realtors Private Limited Kagal Industrial Textile Technology Park Private Limited Palghar Rolling Mills Private Limited Clinvent Real Estate Private Limited

The resolution mentioned under Item No. 8 of the notice is being proposed to seek your consent under Section 196, 197, 198, 203 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act. Mr. Prashant Agrawal shall be liable to retire by rotation. Except Mr. Aman Agrawal, Mr. Janardhan Agrawal and Mr. Prashant Agrawal himself, no other Directors and Key Managerial Personnel and their relatives shall be deemed to be concerned or interested in the above resolution.

Item No. 9:

The Board of Directors at their Meeting held on Friday, 5th August, 2016 on the recommendations made by the Nomination of Remuneration Committee, has considered and approved the re-appointment of Mr. A. R. Mundra as Executive Director – Finance with remuneration not exceeding Rs. 0.90 Crore per annum for the period of 3 years commencing from 1st June, 2016 to 31st May, 2019 on the terms and conditions as enumerated herein below.

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards - 2 and as per part II of Schedule V to the Companies 2013, Disclosures pertaining to the proposed to be appointment of Director are as under:

Name of the Director	Mr. A. R. Mundra
Age	60
Date of appointment on the Board	1 st June, 2016
Education Qualification	B.Com ,L.L.B, ACA, ACS
Background details, Recognition or awards and Experience & Expertise	<p>Mr. A. R. Mundra has an experience of over 35 years in finance, commercial and managerial related matters. His core strength lies in fund procurement, internal controls, organizational systems and strategic planning. He was awarded (a) 'SamajShri' for excellence in management by Indian Institute of Management Executives, Mumbai in 1994 (b) National awards for CFO Excellence – Best CFO with exemplary all round performance, Mumbai 2016. Mr. Mundra has sound knowledge and experience on Mergers, Amalgamations Restructuring, Funds Mobilization, Project Advisory & Financing, Working Capital Arrangements etc. Besides, he has deep understanding on Investment and Portfolio Management and Capital Market Operations. Under his guidance the company has been able to raise the level of corporate governance to the highest standards. Mr. Mundra had played a lead role in issue of Global Depository Receipts and listing of securities in overseas exchange.</p>
Job Profile his suitability	Mr. A. R. Mundra as a Executive Director – Finance would ensure implementation of proper business strategies & policies for streamlining the business.
Terms and Condition of appointment / Reappointment(other brief terms also required to be stated)	The Company shall provide a car with driver to the Executive Director – Finance for business use of the Company.
Details of Remuneration sought to be paid	Not exceeding Rs. 90,00,000/- p.a.
Remuneration last drawn	Rs. 36,00,006/- p.a. for financial year 2015-16
Number of Meetings attended during the year	Six

Bombay Rayon Fashions Limited

Relationship with other Director, Manager and other Key Managerial Personnel and other pecuniary relationship with the Company	Mr. A. R. Mundra does not have any relationship with Director, Manager and other Key Managerial Personnel of the Company. The Executive Director – Finance has no other pecuniary relationship with the Company apart from the receipt of remuneration and perquisites entitled as a Executive Director – Finance of the Company. He holds nil Equity Shares of the Company.
Other membership/Chairmanship of Committees of the Boards	Audit Committee Member – STI India Ltd.
Other Directorship as on 31st March 2016	STI India Ltd.

The resolution mentioned under Item No. 9 of the notice is being proposed to seek your consent under Section 196, 197, 198, 203 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act. Mr. A. R. Mundra shall be liable to retire by rotation. Except Mr. A.R. Mundra no other Directors, Key Managerial Personnel and their relatives shall be deemed to be concerned or interested in the above resolution.

Item No. 10:

Ms. Prachi Deshpande has 14 years of experience comprising of fund raising by way of equity & debt, Secretarial & legal matters and Relationship with Bankers.

The Board of Directors at their Meeting held on Friday, 5th August, 2016 on the recommendations made by the Nomination and Remuneration Committee, has considered and approved the re-appointment of Ms. Prachi Deshpande as Director – Secretarial & Corporate Affairs with remuneration not exceeding Rs. 36 Lacs per annum for the period of 3 years commencing from 1st June, 2016 to 31st May, 2019 on the terms and conditions as enumerated herein below.

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards - 2 and as per part II of Schedule V to the Companies 2013, Disclosures pertaining to the proposed to be appointment of Director are as under:

Name of the Director	Ms. Prachi Deshpande
Age	39
Date of appointment on the Board	1 st June, 2016
Education Qualification	B.Com ,L.L.B,CS

Background details, Recognition or awards and Experience & Expertise	Ms. Prachi has overall 14 years of experience in Secretarial & Legal Matters. She has earlier worked with Punit Resins Ltd as a Company Secretary and Allied Blender & Distillers Pvt. Ltd as Head Legal & Secretarial. She has worked with the Company for a period of more than 10 years. She is in charge of Secretarial and Legal and also handling relationship with the Bankers & Investors.
Job Profile his suitability	As a Director – Secretarial & Corporate Affairs Ms. Prachi Deshpande would be in charge of compliance pertaining to the Companies Act, 2013, SEBI, BSE, NSE and other related authorities and also the relationship with the Bankers and Investors.
Terms and Condition of appointment / Reappointment(other brief terms also required to be stated)	The Company shall provide a car with driver to the Director – Secretarial & Corporate Affairs for business use of the Company.
Details of Remuneration sought to be paid	Not exceeding Rs. 36,00,000/- p.a.
Remuneration last drawn	19, 80,793/ p. a. for Financial Year 2015-16.
Number of Meetings attended during the year	Six
Relationship with other Director, Manager and other Key Managerial Personnel and other pecuniary relationship with the Company	Ms. Prachi Deshpande does not have relationship with Director, Manager and other Key Managerial Personnel of the Company The Director – Secretarial & Corporate Affairs has no other pecuniary relationship with the Company apart from the receipt of remuneration and perquisites entitled as a Director – Secretarial & Corporate Affairs of the Company. He holds 75 Equity Shares of the Company.
Other membership/Chairmanship of Committees of the Boards	Nil
Other Directorship as on 31st March 2016	STI India Ltd.

Bombay Rayon Fashions Limited

The resolution mentioned under Item No. 10 of the notice is being proposed to seek your consent under Section 196, 197, 198, 203 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act. Ms. Prachi Deshpande shall be liable to retire by rotation. Except Ms. Prachi Deshpande no other Directors and Key Managerial Personnel and their relatives shall be deemed to be concerned or interested in the above resolution.

EXPLANATION REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013 WITH RESPECT TO ITEM NO. 7, 8, 9 & 10.

1. Nature of Industry	: Textile	
2. Date or expected date of commencement of commercial production	: The Company was incorporated on 21 st May, 1992 under the Companies Act, 1956. The Certificate for commencement of Business was issued by Registrar of Companies, Mumbai on 21 st May 1992 and it started commercial production soon thereafter.	
3. Financial performance based on given indicators	(Rs. In Crores)	
	Particulars	
	For the year ended	
	31st March, 2016	
	1. Total Turnover	4171.62
	2. Profit Before Tax	54.26
	3. Profit After Tax	48.85
	4. Gross Block	4596.28
5. Net Block	3212.10	
6. Paid-up Capital	134.60	
7. Reserves and Surplus	2532.13	
4. Foreign Investment and Collaborations , if any	The Company has invested in Seven subsidiaries incorporated abroad. The Company has no foreign collaboration.	
5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (In case of expatriates, the relevant details would be w.r.t. the country of his origin).	Remuneration payable is commensurate with the industry to some extent. It is not exceeding the total packages paid to similar senior level incumbents, in other Companies.	
6. Reasons of loss or inadequate profits,	During the financial year 2015-16, the Company has generated Net Profit. Considering the performance of the previous year, the Company is expected to perform better in coming years and the productivity and profits are expected to be improved	
7. Steps taken or proposed to be taken for improvement and		
8. Expected increase in productivity and profits in measurable terms		

Item No. 11:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to ratify the payment of remuneration to M/s K.S. Kamalakra & Co., Cost Accountants, Bangalore (Firm Registration No. 000296) as considered and approved by the Board of Directors, as per the recommendation of the Audit Committee, for the Financial Year 2016-17 of Rs. 5,00,000/- per annum and reimbursement of out of pocket expenses and taxes as may be applicable to the Cost Auditors.

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.

Item No. 12:

As per proviso of sub-section (2) of Section 20 of the Companies Act, 2013, a member of the Company may request for serving of any document through a particular mode i.e. by post or by registered post or by speed post or by courier at his address registered with the Depository Participant, for which the member shall pay such fees as may be determined by the Company in its Annual General Meeting.

Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., it is therefore proposed that estimated expense borne by the Company for such dispatch will be paid in advance by the member to the Company.

Accordingly, the Ordinary Resolution seeking approval of members for serving of documents is set forth in the Item No. 12 of the Notice.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution.

Place: Mumbai

Dated: 5th August, 2016

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

Prachi Deshpande
Company Secretary

Registered Office Address:

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

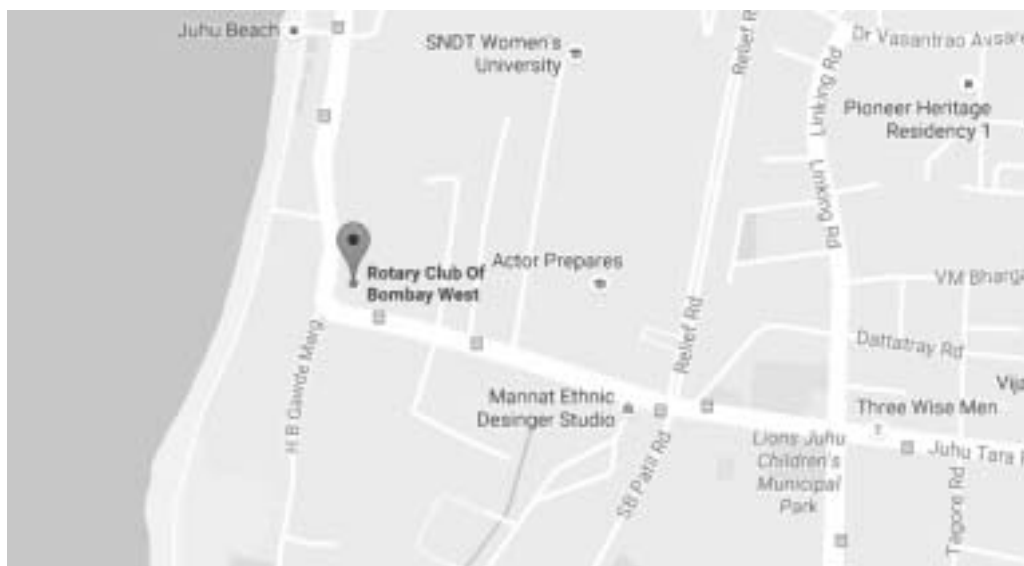
CIN: L17120MH1992PLC066880

TEL No: +91 22 39858800/61068800

Fax No 91 22 39858700

Mail: investors@bombayrayon.com **Website:** www.bombayrayon.com

MAP OF AGM



Address;

**1st Floor, Sheila Raheja hall, Rotary Service Centre,
Rotary Chowk, Juhu Tara Road, Santacruz (West)
Mumbai-400 049**

IMPORTANT COMMUNICATION TO THE SHAREHOLDERS

Ministry of Corporate affairs has been taken place a 'Green initiative in Corporate Governance' by allowing paperless compliance by the Companies and has issued circular stating that services of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the government in full measures, the company hereby requests its members who have not registered their e-mail addresses so far, to register their email addresses with the depository through their concerned depository participants in respect of electronic holding and with company or its Registrar in respect of physical holding.



BOMBAY RAYON FASHIONS LIMITED

Registered Office: D 1st Floor, Oberoi Garden Estates, Chandivali Farms,
Chandivali, Andheri (East), Mumbai - 400072. • Tel: 022-3985 8800 /61068800• Fax: 022-3985 8700
Website: www.bombayrayon.com Email: investors@bombayrayon.com
IN: 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]
23rd 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 Third Annual General Meeting of the Company to be held at 1st Floor, Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai – 400 049 at 11:30 a.m. on Friday, September 23rd, 2016.

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

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Website: www.bombayrayon.com Email: investors@bombayrayon.com
IN: 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]
23rd 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 23rd Annual General Meeting of Bombay Rayon Fashions Limited, to be held on Friday, September 23, 2016, at 11.30 a.m. at 1st Floor, Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai – 400 049, 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 together with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2016			
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			
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.			
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.			
Special Business				
5.	Approval for Adoption of new set of Articles of Association of the Company.			
6.	Approval for Commission Mr. Janrdhan Agrawal as Non-Executive Chairman for five year.			
7.	Re-appointment of Mr. Aman Agrawal as Whole-time director of the Company.			
8.	Re-appointment of Mr. Prashant Agrawal as Managing Director of the Company.			
9.	Re-appointment of Mr. A.R. Mundra as Whole-time Director of the Company.			
10.	Re-appointment of Ms. Prachi Deshpande, as Director Whole-time Director of the Company.			
11.	Ratification of appointment and remuneration payable to M/s K.S. Kamalakara & Co., Cost Auditors.			
12.	Approval of charges for service of documents on the members			

Signed this _____ day of _____ 2016

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
www.bombayrayon.com