BRFL
Bombay Rayon Fashions Limited

NSE/BSE/23/2018-19 October 1, 2018

To,

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

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

Dear Sir/Madam,

Sub: Regulation 34(1) of the SEBI Regulations (Listing obligations and Disclosure Requirement) 2015

Pursuant to Regulation 34 (1) of Securities Exchange and Board of India (Listing Obligations and Disclosure Requirement) 2015, Annual Report for the financial year 2017-18.
The same is also available on Company's website www.bombayrayon.com

Kindly take same on your record.

Thanking you,

Yours faithfully
For **Bombay Rayon Fashions Limited**

Prachi

Prachi Deshpande
Company Secretary
Encl : As above

Bombay Rayon Fashions Ltd. MUMBAI

D-1st Floor, Oberoi Garden Estate, Chandivali Farms Road, Chandivali Andheri (E)
Mumbai - 400 072. India. • Tel. : +91 22 3985 8800 • Fax : +91 22 3985 8700
E-mail : mail@bombayrayon.com • Website : www.bombayrayon.com
CIN of Bombay Rayon Fashions Ltd. : L17120MH1992PLC066880

Bombay Rayon Fashions Limited

Annual Report

2017 - 2018

Corporate Information

Board of Directors

Mr. Janardhan Agrawal	Chairman (upto 18th April, 18)
Mr. Aman Agrawal	Chairman (from 19th April, 18)
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 (State Bank of India)

Company Secretary & Compliance officer

Ms. Prachi Deshpande

Auditors

P. R. Agarwal& Awasthi, 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 – 71068800/61068800
Fax: 022 – 61068830
CIN: L17120MH1992PLC066880
E–mail: investors@bombayrayon.com
Website: www.bombayrayon.com

Registrar & Share Transfer Agent

Link Intime India Pvt Ltd
C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai 400 083
Tel No: +91 22 49186000
Fax: +91 22 49186060
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
JM Financial ARC Ltd.
Karnataka Bank Limited
Karur Vysya Bank Ltd
Oriental Bank of Commerce
Punjab National Bank
State Bank of India
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 Fifth Annual Report of the Company together with the Audited Annual Accounts for the year ended 31st March, 2018.

1. FINANCIAL AND OPERATIONAL PERFORMANCE:

a. Financial Results

Financial and Operational Results of the Company for the year ended 31st March, 2018 as compared to the previous financial year, is summarized below:

(Rs. in crores)

Particulars	Standalone For the Financial Year Ended	
	31-03-2018	31-03-2017
Revenue from Operations	**3088.36**	3876.96
Profit before Interest, Depreciation and Tax	**218.58**	620.74
Less: Interest	**422.12**	671.75
Profit/(Loss) before Depreciation and Tax	**(203.54)**	(51.01)
Less: Depreciation and Amortization	**(154.80)**	(161.51)
Profit / (Loss) before Tax	**(358.34)**	(212.52)
Tax Provisions	**76.27**	61.29
Profit / (Loss) after tax	**(282.07)**	**(151.23)**

b. Operations:

The total sales of the Company for the year under review were Rs. 3088.36 crores as compared to Rs. 3876.96 Crores in previous financial year lower by approx. 20%. The reduction in sales is due to general market conditions and stress on working capital. The net loss after tax for the year under review was Rs.282.07 crores, compared to loss of Rs. 151.23 crores of previous financial year.

c. Report on Performance of Subsidiaries:

A report on the performance and financial position of each of the subsidiaries are provided as **Annexure -** I and forms part of this report.

Additional information on Subsidiary companies:

i. **Bombay Rayon Holdings Limited (BRHL)**

BRHL holds 100% Equity of foreign subsidiaries i.e. BRFL Italia S.R.L. &, BRFL Italia Licensee S.R.L.

BRHL registered a net Profit of Rs. 3.77 crores for the year ended March 31, 2018.

ii. **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 manufactured yarn is used for captive consumption and some part is sold in the open market.

STI registered a net Loss of Rs. 7.33 crores for the year ended March 31, 2018.

iii. **DPJ Clothing Ltd, U.K.**

DPJ Clothing Limited is engaged in business of wholesale marketing and distribution of clothing products. However, at present, there are no operations being conducted.

iv. **BRFL Italia S.R.L, Italy.**

The Company owns the brand 'GURU' for ready-made garments as well as for other accessories.

The retail operations, being not viable in the current prevailing economic scenario, are totally closed and the company is in process of re-arrangements.

v. **BRFL Italia Licensee S.R.L, Italy.**

BRFL Italia licensee S.R.L is presently having the licenses for brand 'GURU.' The operations are presently suspended.

vi. **BRFL Bangladesh Private Limited.**

The Company has not commenced its operations.

d. Consolidated Accounts

The Consolidated Financial Statements of your Company for the financial year 2017-18 have been 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 financial statements of your Company and audited and/or provisional financial statements of its subsidiaries, as

approved by the Board of Directors of the said Companies. The Consolidated Financial Statement does not include the financials of BRFL Italia S.r.l, BRFL Italia Licensee S.r.l, DPJ Clothing Limited & BRFL Bangladesh Pvt Limited as the financials statements of these companies are not available due to suspension of operations.

e. Dividend:

In view of the losses incurred during the year under review, the Board of Directors have not recommended any dividend for the financial year ended March 31, 2018.

f. Transfer to reserve:

In view of loss incurred during the year under review, the Board of Directors has not recommended any amount to be transferred to Reserves.

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 Notes of the Standalone Financial Statements.)

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

All contracts / arrangements / transactions, falling within the purview of Section 188 of the Companies Act, 2013, entered into 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 into 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 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, there were no changes in the Directors or Key Managerial Personnel of the Company.

After the end of the financial year, Mr. Janardhan Agrawal, Chairman, due to his age & health factors, has expressed his inability to continue as the Chairman & Director in the Company and has tendered his resignation w.e.f 19th April 2018. Mr. Janardhan Agrawal was the founder of Bombay Rayon and has steered the growth of the Company.

The Board of Directors placed on record, the fact that Mr. Janardhan Agrawal the founder of the Bombay Rayon has remained a guiding strength to make the company as a force to reckon by his leadership in the textile industry of India and expressed its gratitude and appreciation for his contribution and guidance in building up the Organisation.

Consequent to the resignation of Mr. Janardhan Agrawal, Mr. Aman Agrawal has been appointed as the Chairman of the Company by the Board of Directors in its meeting held on 29th May, 2018.

II. Directors Retiring by Rotation

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Aman Agrawal and Mr. Prashant Agrawal Directors shall 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.

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.

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 details of which are furnished in the Corporate Governance report forming part of Annual report.

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 financial year ended March 31, 2018, the Board of Directors hereby confirms that:

a. in the preparation of the annual accounts for the financial year ended March 31, 2018, 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 March 31, 2018, and of the Loss 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 Regulation 18 of the Listing Regulations.

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. John Mathew, Independent Director
4. Mr. A. R. Mundra, Executive Director- Finance

The scope and terms of reference of the Audit Committee has 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 Companies Act, 2013 and Regulations 19 of the Listing Regulations.

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 the 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 Companies Act, 2013.

(III) Stakeholders' Relationship Committee:

The Stakeholders Relationship Committee of Directors was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The composition of the committee is as under:

1. Mr. Janardhan Agrawal : Chairman
2. Mr. Prashant Agrawal : Member
3. Mr. A. R. Mundra : Member

Stakeholders' Relationship committee was reconstituted by the Board of Directors in its meeting held on 29th May 2018:

1. Mr. Suresh Vishwasrao: Chairman
2. Mr. Prashant Agrawal: Member
3. Mr. A.R. Mundra: Member
4. Ms. Prachi Deshpande: Member

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

d. Policies:

(I) Vigil Mechanism Policy:

In compliance with the requirements of section 177 of the companies Act, 2013 & Regulation 22 of Listing Regulations 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 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. The Board has constituted Risk Management Committee of following Directors –

1. Mr. Aman Agrawal: Chairman
2. Mr. Prashant Agrawal: Member
3. Mr. A R Mundra: Member

(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 - Chairman
2. Mr. A. Arumugham - Member
3. Mr. A. R. Mundra - Member

The Company's Corporate Social Responsibility Policy is available on the web-site of the Company i.e. www.bombayrayon.com .

However, the company do not incur any expenditure towards CSR activities during the year under review the Company has incurred losses during **three** preceding financial years.

e. Annual Evaluation of Directors, Committee and Board:

Independent Directors had done the annual evaluation of the Directors considering the business operations the Company for the financial year 2017-18. 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. No commission is proposed to be paid to the Chairman or any of the Directors of the Company for financial year 2017-18.

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

Independent Directors were made familiar with situation of the company time to time in duly held Board Meetings during the FY 2017-18. The policy of the Company on Familiarisation of Independent Director is 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 and have 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**.

The Company has no employee coming under the preview of requirement as mentioned in Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company. In terms of Section 136 (1) of the Companies Act, 2013, the report and the Accounts are being sent to the members. Any member interested in obtaining copy of the same any write to the Company Secretary at the Registered Office of the Company.

9. CHANGE IN CAPITAL:

During the year the company has allotted 131482286 equity shares of Rs.10 each & 4101824 Optionally Convertible Debentures (OCDs) of Rs.1000/ each to the lenders of the Company pursuant to Implementation of Corporate Debt restructuring or Scheme for Sustainable Structuring of Stresses Assets (S4A).

10. AUDITORS AND REPORTS:

a. Statutory Auditors:

The shareholders of the company in the Annual General Meeting held on 26th September, 2017 has appointed PR Agrawal & Awasthi, Chartered Accountants (ICAI Firm Registration Number 117940 W) as the statutory auditors of the Company for the period of 5 years i.e. for the period from FY 2017-18 till FY 2021-22.

The Report of the Statutory Auditors on the financial statement for the year ended 31st March 2018 does not contain any qualification.

b. Secretarial Audit Report for the year ended 31stMarch, 2018

The Board had appointed M/s. Rathi & Associates, Company Secretaries as Secretarial auditors for the financial year 2017-18. The Secretarial Audit Report issued by Rathi & Associates in Form MR-3 forms part of this report and has been marked as **Annexure III.**

The Report of the Secretarial Auditors on the financial statement for the year ended 31st March 2018 does not contain any qualification

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 29 May, 2018, appointed M/s. K. S. Kamalakara & Company, Cost Accountants as the Cost Auditors of the Company for the financial year 2018-19 at an audit fee of Rs. 2,00,000/ 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. FRAUD REPORTING:

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government.

12. 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, 2018 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.

On 19th April, 2018, Mr. Janardhan Agrawal, Chairman and Director of the Company has tendered his resignation and further Mr. Aman Agrawal was appointed as the Chairman of the Company. Consequent to that the strength of the Board has reduced to 10 and is now comprised of requisite number of Directors and Independent Directors.

Requisite certificate from the Auditors of the Company M/s. P R Agrawal & Awasthi , Chartered Accountants, (ICAI Firm Registration Number 117940 W), 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 by the Company is attached as Annexure **VI (A)** and forms an integral part of this Annual Report.

The Company has 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 the Company related to the compliance of aforesaid Code of Conduct is also attached herewith vide **Annexure VI(b)** and forms an integral part of this Annual Report.

Certificate issued by Managing Director and Executive Director–Finance of Company with regard to certification on Audited Financial Statement of the Company for financial year 2017-18 is also annexed 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 (LODR)Regulations,2015) is annexed herewith vide **Annexure VII** and forms part of this Annual Report.

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. 2017-18:

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 have received 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. 2017-18.

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. 2017-18.

13. CAUTIONARY STATEMENT:

Statements in the Directors' Report and Management Discussion & 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.

14. 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 business of 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

Aman Agrawal
Chairman
(DIN: 00019534)

Place: Mumbai
Date: 29th May, 2018

Registered Office Address:

D 1st Floor, Oberoi Garden Estates, Chandivali Farms, Chandivali, Andheri (East), Mumbai - 400072
CIN: L17120MH1992PLC066880
TEL No: +91 22 71068800 /61068800 Fax No: 61068830
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:

	Particulars						
		Bombay Rayon Holding Limited	STI India Limited	DPJ Clothing Limited	BRFL Italia S.R.L.	BRFL Bangladesh	BRFL Italia Licenses.
1.	Date since when subsidiary was acquired	**23rd Feb, 2007**	**27th Oct, 2010**	**22nd Feb, 2007**	**5th May, 2008**	**23rd Nov, 2010**	**31st Dec, 2015**
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period (as available)	31st March, 2018	31st March, 2018	31st March, 2016	31st December, 2016	31st March, 2016	31st December, 2016
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 = INR 94.19	1 Euro = INR 74.10	1 Taka = INR 0.85	1 Euro = INR 74.10
4.	Share capital	35.14	29.00	0.01	33.49	0.12	1.85
5.	Other Equity	12.68	-44.34	4.95	(377.92)	0.20	(7.03)
6.	Total Assets	105.71	111.84	27.08	207.41	2.27	15.86
7.	Total Liabilities	105.71	111.84	22.11	551.84	2.35	21.03
8.	Investments	13.14	0	0.00	0.00	0.00	0.00
9.	Turnover	6.34	40.03	17.14	2.98	0.00	6.06
10.	Profit before taxation	3.27	-7.33	(0.51)	(10.50)	0.00	(5.20)
11.	Provision for taxation	-0.05	0	0.00	0.00	0.00	0.00
12.	Profit after taxation	3.77	-7.33	(0.51)	(10.50)	0.00	(5.20)
13	Proposed Dividend	0.00	0.00	0.00	0.00	0.00	0.00
14	Extend of shareholding (in percentage)	100%	75%	70%	100%*	100%	100%*

* Held by Bombay Rayon Holdings Limited

Notes:

1. BRFL Bangladesh Pvt. Ltd. has not yet commenced operations
2. There is no subsidiary which have been liquidated or sold during the year.
3. The Consolidated Financial Statement does not include the financials of BRFL Italia Licensee S.R.L., BRFL Italia S.R.L., DPJ Clothing Limited & BRFL Bangladesh Private Limited as the financials statements of these companies for the respective year ended were not available.

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 2017-18 against the performance of the Company is as under:

Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2017-18 (Rs. in Crore)	% increase in Remuneration in the Financial Year 2017-18	Ratio of Remuneration of each Director to MRE for Financial Year 2017-18
Mr. Aman Agrawal	2.572	NA	196.74
Mr. Prashant Agrawal	2.572	NA	196.74
Mr. A. R. Mundra	0.450	15.38%	34.41
Ms. Prachi Deshpande	0.283	8.83%	21.61

II. The Median Remuneration of Employees (MRE) of the Company during the financial year was Rs. 130764/- previous period it was Rs. 172714/-

III. There is 5% increase in the remuneration of above employees in the F.Y 2017-2018.

IV. There were 15754 permanent employees on the roll of Company as on March 31, 2018.

V. The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

VI. During the F.Y. 2017-18, there was no employee who is not directors but received remuneration in excess of the highest paid director.

Annexure III

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

FORM NO. MR-3
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members
BOMBAY RAYON FASHIONS LIMITED
Mumbai

Dear Sirs,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by Bombay Rayon Fashions Limited (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct / 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 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 Financial Year ended March 31, 2018, complied with the statutory provisions listed hereunder 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:

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 March 31, 2018, 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 and Overseas Direct Investment except the Annual Return on Foreign Liabilities and Assets for Financial Year 2016-17 pursuant to Reserve Bank of India Circular No.145 dated June 18, 2014 in connection with which the management of the Company has informed to us that the audited financials for the year ended 31st March 2017 of the foreign subsidiary companies were not available; and

(v) The Scheme for Sustainable Structuring of Stressed Assets (S4A) issued by the Reserve Bank of India.

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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST") ;

(ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT"); and

(iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR").

Provisions of the following Regulations and Guidelines prescribed under the SEBI Act were not applicable to the Company for the Financial Year ended March 31, 2018:-

(i) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(ii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(iii) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

(iv) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(v) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

(i) Secretarial Standards including the revised Secretarial Standards applicable with effect from October 1, 2017 issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013; and

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015");

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;

(v) Labour laws and

(vi) 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.

We further report that:

As per the first proviso of Regulation 17(1)(b) of the Listing Regulations, 2015, in case the Chairman of the Company is a Non-Executive Promoter Director, at least half of total strength of the Board of Directors should consist of Independent Directors. During the year under report, Mr. Janardhan Agrawal, Non-executive Promoter Director was the Chairman of the Company. The Board of Directors of the Company consisted of eleven Directors of which five Directors were Independent Directors, which is less than half as required under aforementioned provisions. Hence, the Board of Directors of the Company was not duly constituted as it did not have proper balance of Executive Directors, Non-Executive Directors and Independent Directors during the financial year under report.

However, consequent to the resignation of Mr. Janardhan Agrawal as Chairman of the Company w.e.f. April 19, 2018, the composition of the Board of Directors has become with the aforementioned provisions.

The changes in the composition of the Board of Directors that took place during the year under report 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 agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that there are generally requisite 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.

As regards following event/action undertaken by the Company during the audit period which had a major bearing on the Company's affairs:

1. The Company has issued and allotted 48,26,982 Equity Shares of face value of Rs. 10/- each at a price of Rs. 165.88 per equity shares in aggregating Rs. 80.07 Crores on preferential basis to CDR Bank in terms of ICDR Regulations pursuant to conversion of Funded Interest Term Loan ("FITL") and Working capital term Loan ("WCTL") by the CDR banks in terms of the CDR Package vide fresh Special Resolution passed at the Extra-ordinary General Meeting held on May 20, 2017;
2. The Company has also issued 12,66,55,304 Equity Shares of face value Rs. 10/- each at a price of Rs. 146.03 per equity share and such number of Optionally Convertible Debentures ("OCD") of face value of Rs. 1,000/- each for a value not exceeding Rs. 4,10,00,00,000/- to the lenders on preferential basis in terms with ICDR Regulations pursuant to the Scheme for Sustainable Structuring of Stressed Assets ("S4A") scheme vide Special Resolution passed at the Extra-ordinary General Meeting held on May 20, 2017 out of which the Company allotted 10,73,45,243 Equity shares and 39,95,092 Optionally Convertible Debentures; and
3. The Company has also issued and allotted balance 1,93,10,061 equity shares of face value of Rs. 10/- each at a price of Rs. 140.50 per equity share and 1,06,732 OCDs of the Company of face value of Rs.1,000/- each in accordance to the S4A scheme in terms of ICDR regulations pursuant to S4A scheme, RBI Circulars no. DBR.No.BP.BC.103/21.04.132/2015-16, DBR.NO.BP.BC.33/21.04.132/2016-17 and DBR.BP.BC.No.101/21.04.132/2014-15 dated June 13, 2016, November 10, 2016 and June 8, 2015 vide Special Resolution passed at the Annual General Meeting held on September 26, 2017.

For RATHI & ASSOCIATES
COMPANY SECRETARIES

HIMANSHU S. KAMDAR
PARTNER
FCS No. 5171
C.P. No. 3030

Place : Mumbai
Date : May 29, 2018

Note: This report should be read with our letter of even date which is annexed as Annexure-II and forms an integral part of this report.

Annexure I

List of documents verified:

1. Memorandum of Association & Articles of Association of the Company;
2. Annual Report for the financial year ended March 31, 2017;
3. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and Finance 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) and 149(7) 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
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, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Annexure II

To
The Members
Bombay Rayon Fashions Limited
Mumbai

Dear Sirs,

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices that we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For RATHI & ASSOCIATES
COMPANY SECRETARIES

HIMANSHU S. KAMDAR
PARTNER
FCS No. 5171
C.P. No. 3030

Place : Mumbai
Date : May 29, 2018

Annexure IV

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March 2018
[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-1st Floor, Oberoi Gardens Estates, Chandivali Farms Road, Chandivali, Andheri (East), Mumbai-400072 E-mail: investors@bombayrayon.com Web-site: www.bombayrayon.com Tel No.: 022-61068800 Fax No.: 022-61068830
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. 101, 247 Park, L B S Marg, Vikhroli West Mumbai 400 083 Tel No: +91 22 49186000 Fax: +91 22 49186060 Website: www.linkintime.co.in E-mail: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COM PANY:

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

Sr. 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:

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., 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, 2018:

Sr. No	Category of Shareholders	Shareholding at the beginning of the year 1.04.2017				Shareholding at the end of the year 31.03. 2018				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	16999626	0	16999626	9.1399	15499626	0	15499626	4.8821	4.2578
(b)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Any Other (Specify)									
	Persons Acting In Concert	5148680	0	5148680	2.7682	5148680	0	5148680	1.6218	1.1464
	Bodies Corporate	50738474	0	50738474	27.2796	51144994	0	51144994	16.1099	11.1697
	Sub Total (A)(1)	72886780	0	72886780	39.1877	71793300	0	71793300	22.6137	16.5740
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Government	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.0000	0.00
(e)	Any Other (Specify)									
	Bodies Corporate	51000400	0	51000400	27.4204	50464386	0	50464386	15.8955	11.5249
	Sub Total (A)(2)	51000400	0	51000400	27.4204	50464386	0	50464386	15.8955	11.5249
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	123887180	0	123887180	66.6081	122257686	0	122257686	38.5092	28.0989
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.000	0.00
(c)	Alternate Investment Funds	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Foreign Portfolio Investor	608326	0	608326	0.3271	290226	0	290226	0.0914	0.2357

Sr. No	Category of Shareholders	Shareholding at the beginning of the year 1.04.2017				Shareholding at the end of the year 31.03. 2018				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(f)	Financial Institutions / Banks	52085591	0	52085591	28.0039	182877912	0	182877912	57.6036	29.5997
(g)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Provident Funds/ Pension Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other (Specify)									
	Sub Total (B)(1)	52693917	0	52693917	28.3309	183168138	0	183168138	57.6950	29.3641
[2]	Central Government/ State Government(s)/ President of India									
	Central Government / State Government(s)	10	0	10	0.00	10	0	10	0.00	0.00
	Sub Total (B)(2)	10	0	10	0.00	10	0	10	0.00	0.00
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	776049	4304	780353	0.4196	5818533	4304	5822837	1.8341	1.4145
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1233024	0	1233024	0.6629	1178859	0	1178859	0.3713	0.2916
(b)	NBFCs registered with RBI	0	0	0	0.00	0	0	0	0.0000	0.00
(c)	Employee Trusts	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (Specify)									
	Hindu Undivided Family	239894	0	239894	0.1290	224615	0	224615	0.0708	0.0582
	Non Resident Indians (Non Repat)	2450	0	2450	0.0013	29462	0	29462	0.0093	0.0080
	Non Resident Indians (Repat)	41647	0	41647	0.0224	127296	0	127296	0.0401	0.0177
	Clearing Member	576864	0	576864	0.3102	775443	0	775443	0.2443	0.0659
	Bodies Corporate	6538854	0	6538854	3.5156	3892058	0	3892058	1.2259	2.2897
	Sub Total (B)(3)	9408782	4304	9413086	5.0610	12046341	4304	12050645	3.7958	1.2652
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	62102709	4304	6210701	33.3919	195214489	4304	195218793	61.4908	28.0989
	Total (A)+(B)	185989889	4304	185994193	100.00	317472175	4304	317476479	100.00	0.00
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0.00	0	0	0	0.00	0.00

Bombay Rayon Fashions Limited

Sr. No	Category of Shareholders	Shareholding at the beginning of the year 1.04.2017				Shareholding at the end of the year 31.03. 2018				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.00	0	0	0	0.00	0.00
	Total (A)+(B)+(C)	185989889	4304	185994193	100.00	317472175	4304	317476479	100.00	

ii : Shareholding of Promoters:

Shareholder's Name	Shareholding at the beginning of the year 1.4.2017			Shareholding at the end of the year 31.03.2018			
	No. of Shares Held	% of total Shares of the company	%of Shares Pledged /encumbered to total shares	No. of Shares Held	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	% change in shareholding during the year
AAA United B V	51000400	27.4204	0.0000	50464386	15.8955	0.0000	11.5249
Ashwell Holding Company Private Limited	28420000	15.2800	0.0000	28420000	8.9518	8.8196	6.3282
Reynold Shirting Limited	13215714	7.1054	4.8473	13215714	4.1627	4.0948	2.9427
Janardhan Agarwal	7576140	4.0733	4.0733	7576140	2.3864	2.0652	1.6869
Bombay Rayon Clothing Ltd	6602760	3.5500	3.4947	7009280	2.2078	1.9292	1.3422
Prashant Agarwal	6085082	3.2717	3.1149	4585082	1.4442	1.2905	1.8275
Vinita Agarwal	3815980	2.0517	2.0431	3815980	1.2020	1.1969	0.8497
Aman Agarwal	3338404	1.7949	1.7949	3338404	1.0515	0.0751	0.7434
B R Machine Tools Private Limited	2500000	1.3441	0.9409	2500000	0.7875	0.7371	0.5566
Bimladevi Agarwal	413200	0.2222	0.0000	413200	0.1302	0.0000	0.0920
Vedant Aman Agrawal	320000	0.1720	0.0000	320000	0.1008	0.0000	0.0712
Payal Chaudhary	179300	0.0964	0.0000	179300	0.0565	0.0000	0.0399
Janardhan Biseshwarlal Agarwal	156000	0.0839	0.0000	156000	0.0491	0.0000	0.0348
Aayush Prashant Agrawal	120000	0.0645	0.0000	120000	0.0378	0.0000	0.0267
Sushila Mukesh Agarwal	100000	0.0538	0.0000	100000	0.0315	0.0000	0.0223
Priyanka Agarwal	44200	0.0238	0.0000	44200	0.0139	0.0000	0.0099
Total	123887180	66.6081	20.2084	122257686	38.5092	20.2084	28.0989

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

Sr. No.	Name & Type of Transaction	No.of Shares Held	% of Total Shares of The Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of The Company
1	AAA United B V	51000400	16.0643			51000400	16.0643
	Transfer			22 Dec 2017	(536014)	50464386	15.8955
	At The End Of The Year					50464386	15.8955
2	Ashwell Holding Company	28420000	8.9518			28420000	8.9518
	Transfer			16 Feb 2018	(420000)	28000000	8.8196
	Transfer			23 Feb 2018	420000	28420000	8.9518
	Transfer			02 Mar 2018	(420000)	28000000	8.8196
	Transfer			09 Mar 2018	420000	28420000	8.9518
	At The End of The Year					28420000	8.9518
3	Reynold Shirting Limited	13215714	4.1627			13215714	4.1627
	At The End of The Year					13215714	4.1627
4	Janardhan Agarwal	7576140	2.3864			7576140	2.3864
	At The End of The Year					7576140	2.3864
5	Bombay Rayon Clothing	6602760	2.0798			6602760	2.0798
	Transfer			19 May 2017	681850	7284610	2.2945
	Transfer			02 Feb 2018	(63500)	7221110	2.2745
	Transfer			16 Feb 2018	(1884610)	5336500	1.6809
	Transfer			23 Feb 2018	1884610	7221110	2.2745
	Transfer			02 Mar 2018	(1884610)	5336500	1.6809
	Transfer			09 Mar 2018	1784610	7121110	2.2430
	Transfer			16 Mar 2018	(34270)	7086840	2.2322
	Transfer			23 Mar 2018	(77560)	7009280	2.2078
	At The End Of The Year					7009280	2.2078
6	Prashant Agarwal	6085082	1.9167			6085082	1.9167
	Transfer			05 Jan 2018	(300000)	5785082	1.8222
	Transfer			16 Feb 2018	(3855882)	1929200	0.6077
	Transfer			23 Feb 2018	3855882	5785082	1.8222
	Transfer			02 Mar 2018	(3855882)	1929200	0.6077
	Transfer			09 Mar 2018	3655882	5585082	1.7592
	Transfer			31 Mar 2018	(1000000)	4585082	1.4442
	At The End of The Year					4585082	1.4442
7	Vinita Agrawal	3815980	1.2020			3815980	1.2020
							0.6615
	Transfer			16 Feb 2018	(1715980)	2100000	
	Transfer			23 Feb 2018	1715980	3815980	1.2020
	Transfer			02 Mar 2018	(1715980)	2100000	0.6615
	Transfer			09 Mar 2018	1715980	3815980	1.2020
	At The End of The Year					3815980	1.2020
8	Aman Agarwal	3338404	1.0515			3338404	1.0515
	At The End of The Year					3338404	1.0515
9	B R Machine Tools Private Limited	2500000	0.7875			2500000	0.7875
	At The End of The Year					2500000	0.7875

Bombay Rayon Fashions Limited

Sr. No	Name & Type of Transaction	No.of Shares Held	% of Total Shares of The Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of The Company
10	Bimladevi Agarwal	413200	0.1302			413200	0.1302
	At The End of The Year					413200	0.1302
11	Vedant Aman Agrawal	320000	0.1008			320000	0.1008
	At The End of The Year					320000	0.1008
12	Payal Chaudhary	179300	0.0565			179300	0.0565
	At The End of The Year					179300	0.0565
13	Janardhan Biseshwarlal Agarwal	156000	0.0491			156000	0.0491
	At The End of The Year					156000	0.0491
14	Aayush Prashant Agrawal	120000	0.0378			120000	0.0378
	At The End of The Year					120000	0.0378
15	Sushila Mukesh Agarwal	100000	0.0315			100000	0.0315
	At The End of The Year					100000	0.0315
16	Priyanka Agarwal	44200	0.0139			44200	0.0139
	At The End of The Year					44200	0.0139

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

Sr No.	Name & Type of Transaction	Shareholding At The Beginning Of The Year 1.4.2017		Transactions During The Year		Cumulative Shareholding At The End Of The Year 31.03.2018	
		No.of Shares Held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of the Company
1	State Bank Of India	23196889	7.3066			23196889	7.3066
	Transfer			30 Jun 2017	43740000	66936889	21.0840
	Transfer			10 Nov 2017	24145298	91082187	28.6894
	Transfer			23 Feb 2018	1872345	92954532	29.2792
	At The End of The Year					92954532	29.2792
2	Axis Bank Limited	11588919	3.6503			11588919	3.6503
	Transfer			21 Apr 2017	7828	11596747	6.2350
	Transfer			28 Apr 2017	14650	11611397	3.6574
	Transfer			05 May 2017	-4500	11606897	6.1912
	Transfer			19 May 2017	36673	11643570	6.2108
	Transfer			26 May 2017	-9808	11633762	3.9018
	Transfer			02 Jun 2017	61114	11694876	3.9223
	Transfer			09 Jun 2017	-14588	11680288	3.9174
	Transfer			16 Jun 2017	-850	11679438	3.9171
	Transfer			23 Jun 2017	272	11679710	3.9172
	Transfer			30 Jun 2017	13914875	25594585	8.5840
	Transfer			07 Jul 2017	30650	25625235	8.5943
	Transfer			14 Jul 2017	-200	25625035	8.5942
	Transfer			21 Jul 2017	-546	25624489	8.5940
	Transfer			28 Jul 2017	-7527	25616962	8.5915
	Transfer			04 Aug 2017	669	25617631	8.5917
	Transfer			11 Aug 2017	-57893	25559738	8.5723
	Transfer			18 Aug 2017	30000	25589738	8.5824

Sr No.	Name & Type of Transaction	Shareholding At The Beginning Of The Year 1.4.2017		Transactions During The Year		Cumulative Shareholding At The End Of The Year 31.03.2018	
		No.of Shares Held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of the Company
	Transfer			25 Aug 2017	-2500	25587238	8.5815
	Transfer			08 Sep 2017	-220	25587018	8.5815
	Transfer			15 Sep 2017	-8000	25579018	8.5788
	Transfer			29 Sep 2017	-311	25578707	8.5787
	Transfer			06 Oct 2017	50000	25628707	8.0726
	Transfer			13 Oct 2017	60	25628767	8.0727
	Transfer			20 Oct 2017	1020	25629787	8.0730
	Transfer			03 Nov 2017	-19021	25610766	8.0670
	Transfer			10 Nov 2017	-3500	25607266	8.0659
	Transfer			24 Nov 2017	24253	25631519	8.0735
	Transfer			01 Dec 2017	-17100	25614419	8.0681
	Transfer			15 Dec 2017	-35574	25578845	8.0569
	Transfer			22 Dec 2017	-44822	25534023	8.0428
	Transfer			29 Dec 2017	-7776	25526247	8.0404
	Transfer			05 Jan 2018	10	25526257	8.0404
	Transfer			12 Jan 2018	-905	25525352	8.0401
	Transfer			19 Jan 2018	26118	25551470	8.0483
	Transfer			26 Jan 2018	5210	25556680	8.0499
	Transfer			02 Feb 2018	-16033	25540647	8.0449
	Transfer			09 Feb 2018	3762	25544409	8.0461
	Transfer			09 Mar 2018	-22345	25522064	8.0390
	Transfer			23 Mar 2018	-20	25522044	8.0390
	Transfer			31 Mar 2018	-150	25521894	8.0390
	At The End of The Year					25521894	8.0390
3	Union Bank of India	2991921	0.9424			2991921	0.9424
	Transfer			30 Jun 2017	7636693	10628614	3.5647
	At The End of The Year					10628614	3.3478
4	Standard Chartered Bank	0	0			0	0
	Transfer			30 Jun 2017	8138888	8138888	2.7296
	At The End of The Year					8138888	2.5636
5	Export- Import Bank of India	1620955	0.5106			1620955	0.5106
	Transfer			30 Jun 2017	5695234	7316189	2.4537
	At The End of The Year					7316189	2.3045
6	Bank of India	23	0			23	0
	Transfer			30 Jun 2017	7032830	7032853	2.3587
	Transfer			16 Feb 2018	-7032830	23	0
	Transfer			23 Feb 2018	7032830	7032853	2.2152
	Transfer			02 Mar 2018	-7032830	23	0
	Transfer			09 Mar 2018	7032830	7032853	2.2152
	At The End of The Year					7032853	2.2152
7	Punjab National Bank	1164618	0.3668			1164618	0.3668
	Transfer			30 Jun 2017	5802566	6967184	2.3367
	At The End of The Year					6967184	2.1946

Sr No.	Name & Type of Transaction	Shareholding At The Beginning Of The Year 1.4.2017		Transactions During The Year		Cumulative Shareholding At The End Of The Year 31.03.2018	
		No.of Shares Held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of the Company
8	Central Bank of India	1997226	0.6291			1997226	0.6291
	Transfer			30 Jun 2017	3645233	5642459	1.8924
	At The End Of The Year					5642459	1.7773
9	Allahabad Bank	1149023	0.3619			1149023	0.3619
	Transfer			30 Jun 2017	3962657	5111680	1.7144
	At The End Of The Year					5111680	1.6101
10	Jm Financial Asset Reconstruction Co Pvt Ltd	0	0			0	0
	Transfer			30 Jun 2017	3018989	3018989	1.0125
	At The End Of The Year					3018989	0.9509

V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr No.	Name	Shareholding at the beginning of the year 1.4.2017		Transactions during the year		Shareholding at the end of the year 31.3.2018	
		No.of Shares Held	% of Total Shares Of the Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares Of the Company
1.	Mr. Janardhan Agarwal	7576140	4.0733	-	-	7576140	2.3864
2.	Mr. Aman Agarwal	3338404	1.7949	-	-	4585082	1.4442
3.	Mr. Prashant Agarwal	6085082	3.2717	-	-	3338404	1.0515
4.	Mr. A R Mundra	0	0	-	-	0	0
5.	Ms. Prachi Deshpande	75	0	-	-	75	0
6.	Mr. Narayanan Raja	0	0	-	-	0	0
7.	Mr. Naseer Ahmed	0	0	-	-	0	0
8.	Mr. Arunachalam Arunugham	0	0	-	-	0	0
9.	Mr. Man Mohan Agrawal	0	0	-	-	0	0
10.	Mr. Suresh Shankar Vishwasrao	0	0	-	-	0	0
11.	Mr. John Mathew	0	0	-	-	0	0

VI. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment. 31.03.2018

(Rs. In Crores)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year-01/04/2017	5571.6	199.45	-	5771.05
I) Principal Amount	5415.72	198.24	-	5613.96
II) Interest Due but not paid	155.88	1.21	-	157.09
III) Interest accrued but not due			-	
Total(I+II+III)	5571.6	199.45	-	5771.05
Change in Indebtedness during the Financial Year				
. Addition	681.16	608.97	-	1290.13
. Reduction	2323.57	629.01	-	2952.58
Net Change	-1642.41	-20.04	-	-1662.45
Indebtedness at the end of the Financial	3929.19	179.41	-	4108.6
I) Principal Amount	3907.76	177.03	-	4084.79
II) Interest Due but not Paid	21.43	2.38	-	23.81
III) Interest accrued but not due				
Total (I+II+II)	**3929.19**	**179.41**	-	4108.6

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager				Total Amount
		Mr. Aman Agrawal (Whole-Time Director)	Mr. Prashant Agrawal (Managing Director/ CEO)	Mr. A.R. Mundra (Whole-Time Director-CFO)	Ms. Prachi Deshpande (Whole-Time Director/Company Secretary)	
1	Gross salary					
	(c) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14391000	14391000	2515500	1570500	32868000
	(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	–	–	–		–
	Leave Travel Allowance	1199256	1199256	209628	130878	2739018
	Medical Allowance	15000	15000	15000	15000	60000
	Bonus	1199250	1199250	179250	121750	2699500
	House Rent Allowance	7195500	7195500	1257750	785250	16434000
	Special Allowance	–	–	22500	6300	28800
	Other Allowance	–	–	–	-	-
	Total (A)	24000006	24000006	4199628	2629678	54829318
	Ceiling as per the Act	Ceiling is as per Section 197 and Schedule V of the Companies Act, 2013				

Mr. A. R. Mundra (Chief Financial Officer) and Ms. Prachi Deshpande (Company Secretary) being Whole-time Directors respectively, their remuneration details have been disclosed above

B. Remuneration to Other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Mr. Suresh Vishwasrao	Mr. Naseer Ahmed	Mr. A. Arumugham	Mr M.M. Agrawal	Mr.John Mathew	Mr. Narayanan Raja	
1.	Independent Directors							
	• Fee for attending board / committee meetings	220000	20000	60000	100000	200000	-	600000
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-	-
2.	Other Non-Executive Directors	-	-	-	-	-	-	-
	• Fee for attending board / committee meetings	-	-	-	-	-	120000	120000
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-	-	720000

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				Total
		CEO	Company Secretary		CFO	
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, 2018 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 utilizing 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 2017-18 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.37, 38 & 39, of and Note to Financial Statements for the year ended 31st March, 2018

Annexure VI

Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2018, in terms of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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 continuously committed to the principles of good Corporate Governance in upholding fair and ethical business/corporate practices and for that is continuously an endeavor to review, strengthen and upgrade its systems and processes in its business segments.

The Company has always aimed to maintain transparency in its financial reporting and keep all its stakeholders informed about its policies, performance and developments. Bombay Rayon Fashions Limited ("BRFL") has contributed and will always contribute to sustain stakeholders' confidence by continuing and adopting new good practices, which is at the temperament of effective corporate governance.

The Board has always 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 including setting up of adequate review processes.

Your Company confirms compliance to the Corporate Governance requirements as mentioned in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as 'Listing Regulations'].

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, 2018, the Board comprised of the 11 Directors, of which four Directors are Executive Directors and Seven Directors are Non-Executive Directors. Out of seven non – executive directors one is non – executive Chairman, five are independent directors and one is a Nominee Director appointed by State Bank of India.

Since the chairman of the company was Non-executive promoter Director, the composition of the Board of Directors of the Company is short of one Independent Director in accordance with the Regulation 17(1) of the Listing Regulations as on 31st March 2018.

However, with the resignation of Mr. Janardhan Agrawal, Chairman & Director on 19th April, 2018, the strength of Board is reduced to 10 and its constitution has become compliant to regulation 17(1) of the Listing Regulations 2015.

b) Board Meetings:

During the year under review, 6 (Six) Meetings of the Board of Directors of the Company were convened on April 25,2017, May 30, 2017, August 11, 2017, August 28,2017,November 14, 2017, February 14, 2018. The previous Annual General Meeting of the Company was held on 26th September, 2017.

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 other Directorship of Board of Directors & Committee membership is given hereunder:

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	-	-
Mr. Aman Agrawal DIN: 00019534	Vice- Chairman, Promoter, Executive; Non-Independent	2	Yes	2	-	-
Mr. Prashant Agrawal DIN: 00019464	Managing Director, Promoter, Executive; Non-Independent	6	Yes	2	1	-
Mr. A. R. Mundra DIN: 00019234	Whole-time Director, Executive; Non-Independent	6	Yes	1	4	-
Mr. Suresh Vishwasrao DIN: 00837235	Non-Executive; Independent	6	Yes	2	3	-
Mr. M. M. Agrawal DIN: 00681433	Non-Executive; Independent	5	No	4	1	1
Mr. A. Arumugham DIN: 00350163	Non-Executive; Independent	2	No	2	-	2
Mr. John Mathew DIN: 01632626	Non-Executive; Independent	5	Yes	1	2	-
Ms. Prachi Deshpande DIN: 02975271	Whole-time Director; Executive; Non-Independent	6	Yes	1	1	-
Mr. Narayanan Raja DIN: 00503400	Non-Executive; Nominee Director	6	No	4	-	-

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.

c) Appointment / re-appointment of Directors:

As per 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 and the necessary details of the said directors have been provided in Notice of AGM.

d) Details pertaining to the Non-Executive Directors' Shareholding and 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 23, 2016, Mr. Janardhan Agrawal, the Non – Executive Chairman is entitled for a commission @ 1% of the net profits. However, due to loss in the financial year ended 31st March, 2018, no commission has been paid.

The detail of shareholding of Non-executive Directors:

Except Mr. Janardhan Agrawal who holds 7576140 equity shares of the Company, no other non-executive director hold any equity 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 of him as a Director of the Company.

In addition to the above, the familiarization program for Independent Directors forms part of the Board process. At the quarterly Board meetings of the Company held during the financial year 2017-18, the Independent Directors were updated on the developments in the Company and the Company's performance. The details of the familiarisation program for Independent Directors are available on the Company's website at 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 Regulations.

b. Terms of Reference of the Audit Committee:

The role of the Audit Committee includes 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 auditors' 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;

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; and

v. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

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 May 30, 2017, August 11, 2017, November 14, 2017, February 14, 2018. The attendance each of the Committee Member is 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	1
2.	Mr. Suresh Vishwasrao	Member	4	4
3.	Mr. A. R. Mundra	Member	4	4
4.	Mr. John Mathew	Member	4	4

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 acts as a secretary to the Audit Committee.

4. Nomination and Remuneration Committee ("NRC"):

a) Brief description of Terms of reference:

The Nomination and Remuneration Committee of the Company has been constituted in accordance with the provisions pursuant to Regulation 19 of Listing Regulations 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 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, committees of the Board 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 Directors 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.

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, 2018, 1 (one) meeting on February 14, 2018 was held in which following members of the Committee were present:

Sr. No.	Name of the Committee Member	Designation	Presence
1.	Mr. Naseer Ahmed	Chairman	No
2.	Mr. Suresh Vishwasrao	Member	Yes
3.	Mr. A. Arumugham	Member	No
4.	Mr. John Mathew	Member	Yes

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 the said performance evaluation criteria and their role, expertise, skills, leadership qualities, 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 14, 2018 inter-alia to review the performance of non-independent Directors, the Chairman of the Company and Board as a whole and to assess the quality, quantity and flow of information between the management and the Board. The said meeting was attended by 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 Company, except otherwise stated in the Report;

Except the Chairman of the Company, all the Non-executive Directors receives sitting fees for attending Board Meetings, Audit Committee Meetings and Nomination and Remuneration Committee Meetings.

The sitting fees paid to Non-Executive Directors are within the limits prescribed under the Companies Act, 2013 read with the relevant Rules. The non - executive directors, except Chairman, have been paid sitting fees of Rs. 20,000/- each per meeting for attending Board

Meetings, Audit Committee Meetings and Nomination & Remuneration Committee Meetings.

Details of the sitting fees paid during the financial year 2017-18 are as under:

Name of the Director	Sitting fees paid (Amount in Rs.)		
	Board Meeting	Nomination and Remuneration Committee	Audit Committee
Mr. Naseer Ahmed	20,000	0	0
Mr. Suresh Vishwasrao	1,20,000	20,000	80,000
Mr. M. M. Agrawal	1,00,000	0	0
Mr. A. Arumugham	40,000	0	20,000
Mr. John Mathew	1,00,000	20,000	80,000
Mr. Narayanan Raja (Nominee Director)	1,20,000	0	0

i. Remuneration to Executive Directors:

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. 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, 2018 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	2.40	0.17	2.57
Mr. Prashant Agrawal	Managing Director	2.40	0.17	2.57
Mr. A R Mundra	Executive Director-Finance	0.42	0.03	0.45
Ms. Prachi Deshpande	Director-Secretarial and Corporate Affairs	0.26	0.02	0.28

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, Stock option was not issued to any of the Directors during the period.

6. Stakeholders Relationship Committee:

The Committee is responsible for matters related to 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 Ms. Prachi Deshpande, Company Secretary & Director-Secretarial and corporate affairs is the Compliance officer of the Company who oversees the redresses investor grievances.

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

1. Mr. Janardhan Agrawal — Chairman
2. Mr. Prashant Agrawal — Member
3. Mr. A. R. Mundra — Member

During the financial year ended 31st March, 2018, this Committee had 4 (Four) meetings i.e. May 30, 2017, August 11, 2017, November 14, 2017 and February 14,2018 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
30th June, 2017	Nil	Nil	Nil	Nil
30th September, 2017	Nil	Nil	Nil	Nil
31st December, 2017	Nil	1	1	Nil
31st March, 2018	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 Annual Report/ 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.

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 thereat are as under:

Financial Year	Date, Time and Venue of AGM	Special Resolutions passed
2016-17	a. 26/09/2017 b. 11.30 a.m. c. Sheila Raheja Hall" Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai -400 049	a. issue of Equity Shares upto 1,93,10,061 and Optionally Convertible Debentures upto 106,732in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and pursuant to implementation of the BRFL S4A Scheme.
2015-16	a. 23/09/2016 b. 11.30 a.m. c. Sheila Raheja Hall" Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai -400 049	a. Approval for Adoption of new set of Articles of Association of the Company. b. Approval for payment of commission for a period of five years to Mr. Janardhan Agrawal, Non-Executive Chairman c. Re-appointment of Mr. Aman Agrawal as Whole-time director of the Company for a period of three years, d. Re-appointment of Mr. Prashant Agrawal as Managing Director of the Company for a period of three years. e. Re-appointment of Mr. A.R. Mundra as Whole-time Director of the Company for a period of three years. f. Re-appointment of Ms. Prachi Deshpande, as Director Whole-time Director of the Company for a period of three years.
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 increasing the limit 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 increasing borrowing Limit 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. Appointment of Ms. Prachi Deshpande, as Director-Secretarial & Corporate Affairs for a period of one year

(ii) Extra Ordinary General Meeting:

2017-18	a. 20/05/2017 b. 11.30 A.M. c. 2nd Floor,Sheila Raheja Hall" Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai -400 049	a. issue offer and allot 48,26,282 Equity Shares at a price of Rs.165.88/- per share by way of preferential allotment in terms of ICDR Regulation. b. Issue of 12,66,55,304 Equity Shares of face value Rs. 10/- each, at a price of Rs. 146.03 per Equity Share and Optionally Convertible Debentures in terms of ICDR Regulations pursuant to implementation of the BRFL S4A Scheme

Postal Ballot: There was no special resolution passed through the Postal Ballot during the Financial Year 2017-18.

8. Means of Communication

The quarterly, half-yearly and yearly financial results of the Company are published in newspapers in compliance with the Regulation 33 of Listing Regulations.

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
Audited Financial Results for the quarter and financial year ended 31, 2017	30/05/2017	02/06/2017	The Financial Express	English
			Navshakti	Marathi
Un-audited Financial Results for the quarter ended June 30, 2017	11/08/2017	12/08/2017	The Financial Express	English
			Nav shakti	Marathi
Un-audited Financial Results for the quarter / half year ended September 30, 2017	14/11/2017	15/11/2017	The Financial Express	English
			Nav shakti	Marathi
Un-audited Financial Results for the quarter ended December 31, 2017	14/02/2018	16/02/2018	The Financial Express	English
			Nav shakti	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 .

- Management Discussion and Analysis Report forms a part of this Annual Report.

9. General Shareholder Information:

a) Annual General Meeting

Date	28th September, 2018
Time	11.30 a.m.
Venue	Sheila Raheja hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai-400 049
Financial Year ended	31st March 2018
Book Closure date	22nd September, 2018 to 28th September , 2018
Dividend	In view of the losses incurred during the year under review, the board of Directors have not recommended any dividend for the financial year ended March 31, 2018.
Registered Office	D-1st 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.: 022-61068800 Fax No.: 022-61068830
List of Stock Exchanges	**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
Listing Fees	The Company has paid Annual Listing Fees to both the Stock Exchanges.
Custodian Fees to Depositories	The Company has paid fees for year ended 2017-18 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
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, 2017	By August 14, 2018
September 30, 2017	By October 14, 2018
December 31, 2017	By February 14, 2018
March 31, 2018	By May 30, 2018

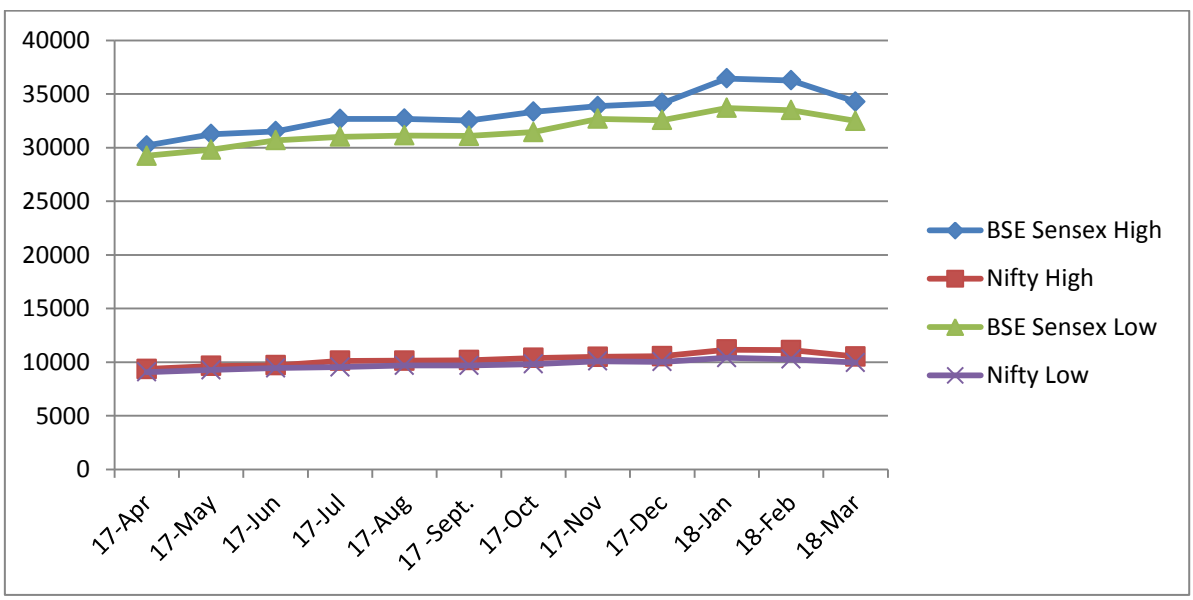
c) Stock Market Price Data:

Monthly high and low prices of the Company's Equity Shares and performance in comparison to BSE Sensex and NSE Nifty from April, 2017 to March, 2018.

A. BSE Limited & National Stock Exchanges Of India Limited Sensex and Nifty April 2017 And 31st March 2018 Monthly High Low Nifty and Sensex

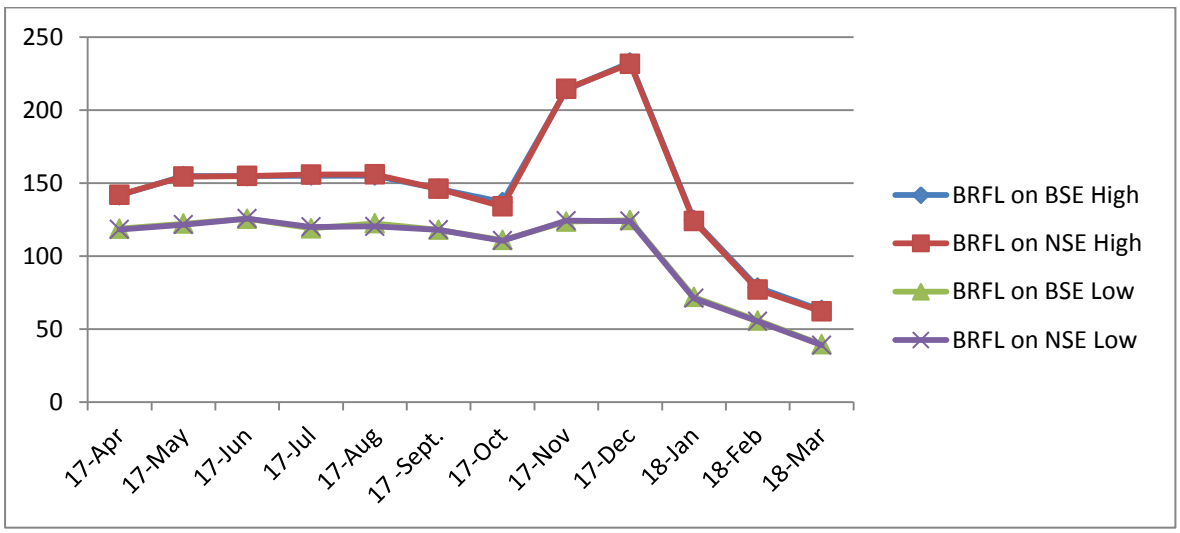
Month	BSE Sensex High	Nifty High	BSE Sensex Low	Nifty Low
17-Apr	30184.22	9367.15	29241.48	9075.15
17-May	31255.28	9649.6	29804.12	9269.9
17-Jun	31522.87	9709.3	30680.66	9448.75
17-Jul	32672.66	10114.85	31017.11	9543.55
17-Aug	32686.48	10137.85	31128.02	9685.55
17 -Sept.	32524.11	10178.95	31081.83	9687.55
17-Oct	33340.17	10384.5	31440.48	9831.05
17-Nov	33865.95	10490.45	32683.59	10094
17-Dec	34137.97	10552.4	32565.16	10033.35
18-Jan	36443.98	11171.55	33703.37	10404.65
18-Feb	36256.83	11117.35	33482.81	10276.3
18-Mar	34278.63	10525.5	32483.84	9951.9

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



Monthly High- Low Share Price

Month	BRFL on BSE High	BRFL on NSE High	BRFL on BSE Low	BRFL on NSE Low
17-Apr	141.55	142	118.8	118.15
17-May	154.75	154.4	122.1	121.5
17-Jun	154.7	154.85	125.5	125.65
17-Jul	155	155.75	119	120
17-Aug	155	155.9	122.4	120.25
17 -Sept.	146	146.05	118	118
17-Oct	136.9	134	111	110.5
17-Nov	214	214.5	123.55	124.2
17-Dec	232.5	231.65	124.55	123.85
18-Jan	124.7	123.85	71.95	71.1
18-Feb	78.45	77	55.8	55.3
18-Mar	62.95	62.05	39.5	39



d) Registrar and Share Transfer Agent:

For both Physical and Demat (Common Registry)

Link Intime India Pvt Ltd

C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai 400 083
Tel No: +91 22 49186000
Fax: +91 22 49186060
Website: www.linkintime.co.in
E-mail: 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 Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as '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 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, 2018:

No. of Equity Shares held	Shareholders		Shares	
	Number	%	Number	%
1- 500	5827	89.9107	2654371	0.8361
501-1000	144	5.2263	1080277	0.3403
1001-2000	94	2.416	932847	0.2938
2001-3000	25	0.7383	492583	0.1552
3001-4000	13	0.3982	368301	0.1160
4001-5000	12	0.1971	240475	0.0757
5001-10000	34	0.4755	926041	0.2917
100001 and above	122	0.6378	310781584	97.8912
TOTAL	**25869**	**100.00**	**317476479**	**100.00**

- Category wise Shareholding as at March 31, 2018:

Category of Shareholder	No. of Shares	% of Total Share Capital
Corporate Bodies (Promoter Co)	51144994	16.1099
Central Government	10	0
Clearing Members	775443	0.2443
Other Bodies Corporate	3892058	1.2259
Financial Institutions	10335178	3.2554
Foreign Promoter Company	50464386	15.8955
Hindu Undivided Family	224615	0.0708
Nationalised Banks	138462975	43.6136
Non Nationalised Banks	34079759	10.7346
Non Resident Indians	127296	0.0401
Non Resident (Non Repatriable)	29462	0.0093
Persons Acting In Concert	5148680	1.6218
Public	6998803	2.2045
Promoters	15499626	4.8821
Relatives Of Director	2893	0.0009
Other Directors/Relatives	75	0
Foreign Portfolio Investors (Corporate)	290226	0.0914
Total	317476479	100

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, 2018, except 4304 Equity shares, entire equity share capital is held in the demat form with NSDL and CDSL.

Physical and Demat Shares as on March 31, 2018		
	No of Shares	Percent
Held in dematerialised form in NSDL	274,865,617	86.58
Held in dematerialised form in CDSL	42,606,558	13.42
Physical Shares	4,304	0.00
Total	**31,74,76,479**	**100**

h) Outstanding Global Depository receipt (GDRs)/American Depository Receipt (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 except 4101824 Optionally Convertible Debentures ("OCDs") were issued by the Company to the consortium member bankers in May, 2017 and September, 2017 on implementation of Scheme for Sustainable Structuring of Stressed Assets (S4A).

As per the terms of the issue the said OCD shall be converted into equity shares within a period of 18 months.

i) Plant Locations:

FACTORY LOCATION

WEAVING

– Maharashtra –Islampur, District Sangli and Tarapur, Dist. Palghar
– Silvassa

YARN DYEING & PROCESSING

– Maharashtra -Tarapur
– Karnataka - Bangalore

GARMENTING

– Maharashtra – Islampur, Latur, Ichalkaranji
– Karnataka - Bangalore

j) Address for Correspondence:

For any other query relating to shares: For general correspondence:

Link Intime India Pvt Ltd C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Tel No: +91 22 49186000 Fax: +91 22 49186060 Website: www.linkintime.co.in E-mail: rnt.helpdesk@linkintime.co.in	**Secretarial & Legal Department** Bombay Rayon Fashions Limited, D-1st Floor, Oberoi Garden Estates, Chandivali Farms Road, Chandivali, Andheri (East), Mumbai - 400 072. Tel: 022 – 6106 8800/7106 8800 Fax: 022 – 61068830 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 material significant 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 three years and no material 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) of 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.

Modified Opinion in Auditors Report: The Auditor report of the Company's financial statement for the year 2017-18 does not contain any modified 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 Links 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 is not dealing in commodities and hence disclosure relating to Commodity price risks and commodity hedging activities is not required.

11. Compliance with Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR)

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 with respect to Regulation 17(1) (b) viz composition of board.

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, 2018 and a declaration to that effect signed by the Managing Director is enclosed and marked as **Annexure VI-B** of this report.

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, Managing Director & Chief Executive Officer and Mr. A.R Mundra, Executive Director Finance & Chief Financial Officer was placed before the Board of Directors at its meeting held on May 29,2018 in compliance with Regulation 17(8) of Listing Regulations is attached to this report and marked as

Annexure VI-C.

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, 2017		Details of Shareholders approached during the Financial Year 2017-18 for the claiming of shares		Details of Shareholders to whom the shares have been transferred during the Financial Year 2017-18		Unclaimed Shares as on March 31, 2018*	
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.

k) 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.

l) 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.

For Bombay Rayon Fashions Limited

Place: Mumbai
Date: 29th May, 2018

Aman Agrawal
Chairman
DIN: 00019534

Bombay Rayon Fashions Limited

Annexure VI A

AUDITOR CERTIFCATE

To
The Members of
Bombay Rayon Fashions Limited

We have examined the compliance of conditions of Corporate Governance by **Bombay Rayon Fashions Limited** ("the Company") for the year ended March 31, 2018, as stipulated in regulations para E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have conducted examination on the basis of the relevant records and documents maintained by the Company and furnished to us for the purpose of the review and the information and explanations given to us by the Company during the course of such review.

The compliance of regulations of Corporate Governance is the responsibility of the management. Our examinations were limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the regulations of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements 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 has complied with the regulations of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) 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 **P R Agarwal & Awasthi**

Chartered Accountants

Firm Reg. No. 117940W

CA Pawan KR Agarwal

Partner

M. No. 034147

Place: Mumbai

Date: 29th May, 2018

Annexure VI B

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, 2018.

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: 29th May, 2018

Prashant Agrawal
Managing Director

Bombay Rayon Fashions Limited

Annexure (VI) C

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, 2018 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 the 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.

- 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: 29th May, 2018

ANNEXURE VII

Management Discussion and Analysis

INDUSTRY STRUCTURE AND DEVELOPMENT

Global Textile & Apparel Market Overview –

Global apparel consumption stood at US$ 1.8 trillion in 2017, which is expected to grow at a CAGR of 4% to reach about US$ 2.6 trillion by 2025. Europe and USA continues to be the largest apparel markets with ~42% share in 2017.

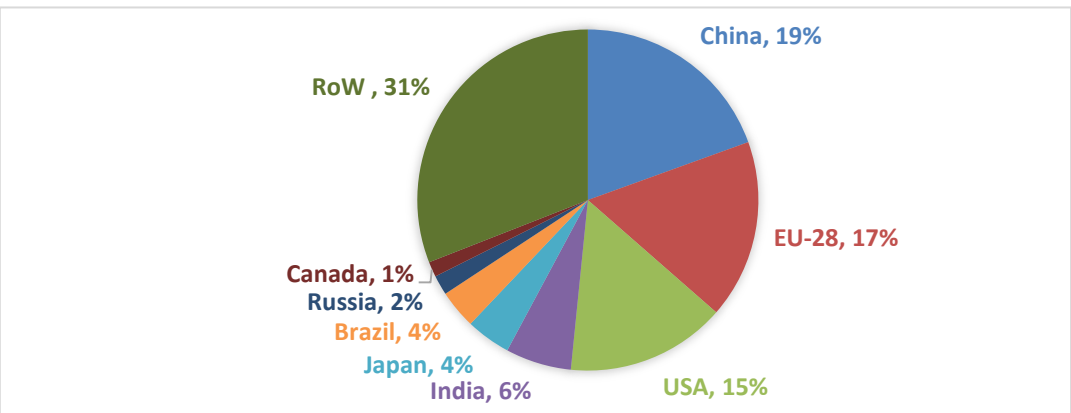
Current and future global apparel market size (US$ bn.)

S. No.	Region	2017	2025 (P)	CAGR
1	EU-28	417	435	1%
2	USA	341	389	2%
3	China	210	500	10%
4	Japan	99	109	1%
5	India	67	160	11%
6	Brazil	61	94	5%
7	Russia	41	48	2%
8	Canada	32	37	5%
9	RoW	550	794	6%
	Total	**1,816**	**2,557**	**4%**

Source: Wazir Analysis

China and India will be the fastest growing apparel market in the coming years due to their growing domestic demand. China is expected to overtake EU and USA to become the largest apparel market by 2025 with a share of 19% globally. EU and USA will still remain the key global markets, however their growth will be slow. India which currently have ~4% share of the global apparel market, is expected to grow its share to 6% by 2025.

Figure 1: Projected Apparel Market Share-2025



Source: Wazir Analysis

Bombay Rayon Fashions Limited

Global Textile & Apparel Trade Overview -

Global textile and apparel trade in 2017 stood at US$ 768 bn. The same has grown at a CAGR of 2% during last ten years. Global apparel trade constitutes for the majority share of 58% in the overall trade of textile and apparel. Global textile and apparel trade had witnessed a declining trend since 2015, however, in 2017 trade grew by 3% (y-o-y) indicating a resurgence in demand.

Global Textile & Apparel Trade (US$ bn.)

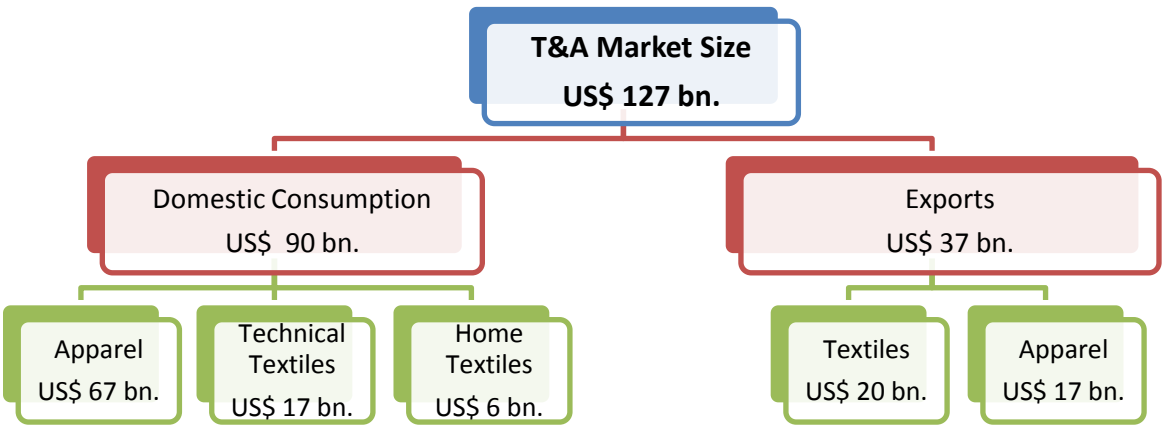
Source: UN Comtrade

China is the largest exporter with 36% share in global textile and apparel exports in 2017, followed by India with 5% share. Other major exporters include Bangladesh, Germany, Italy and Vietnam.

Indian Textile and Apparel Market Overview

Indian textile and apparel market is estimated at US$ 127 bn. in 2017. Domestic consumption of textile and apparel is valued at US$ 90 bn. for 2017. Within this, apparel retail contributes ~ US$ 67 bn., technical textiles contributes ~ US$ 17 bn. and home textiles contributes ~ US$ 6 bn. While export is estimated at US$ 37 bn. with US$ 20 bn. and US$ 17 bn. of textile and apparel export respectively.

Indian Textile & Apparel Market 2017



Source: UN Comtrade and Wazir Analysis

Category wise Exports of India

Globally, India is ranked 2nd in textile export with 6% share and 5th in apparel export with 4% share. Overall, India holds second position with 5% share of global textile & apparel exports. India's textile and apparel exports stood at US$ 37 bn. in 2017 and have grown at 6% CAGR over the last decade. Availability of raw material, skilled manpower and favourable central & state govt. schemes would further help Indian exporters increase their market share and global competitiveness.

Apparel is the largest category exported from India having a share of 47% in the total textile and apparel exports during 2017. A home textile is the second largest category exported from India with a share of 14%, followed by fabric exports (12%).

Share of fabric in textile and apparel exports from India has seen a decline over the with 16% share in 2008 to 12% in 2017. On the other hand, share of apparel grew by 2% during the last decade. Home-textiles share has remained stagnant at 14% during the same period. India is focussing toward export of apparel and home-textile categories in order to capitalize on value addition.

Source: UN Comtrade

SWOT Analysis of Indian Textile Industry:

Strength

- India offers a conducive business environment for textile industry with proactive support from both central and state government in the form of subsidies and incentives.
- India has a well-established buyer and textile manufacturing base with presence of large and continuously growing players
- A large and growing domestic market fuelling growth of domestic production
- India's political stability gives an added advantage over its competing nation in the international market

Weakness

- Weaving sector in India is highly fragmented and sensitive to price fluctuations
- Lack of trade agreements with key markets of US & EU creates a competitive disadvantage
- Low focus on innovation and research & development

Opportunity

- China's reducing share in global textile and apparel trade and increasing focus on domestic market leaves India with the opportunity to fill in the future trade gap
- Growing presence of fashion retailers in India provides opportunity for increase in domestic textile and apparel manufacturing

Threats

- Growing textile and apparel industry of nations such as Bangladesh, Viet Nam, Ethiopia poses increased global competition
- Rising imports of cheap fabrics and apparel from China and Bangladesh is putting pressure on the domestic industry

Bombay Rayon Fashions Limited

Key Risks & Mitigation Measures

Various risks associated with the Company's business along with proposed mitigation measures has been discussed in the Section below.

Risk		Mitigation Measures
Management Risk	Any changes in key management personnel can cause delays in decision making and information flow which may affect the overall business.	BRFL has an experienced managerial staff which has been working with the Company for a long period of time. The staff has rich experience in the areas of sourcing, operations, marketing and distribution.
Raw Material Procurement	Raw material being the largest cost component in the overall operational cost, price fluctuations have significant effects on the profit margins which in turn effects the overall business of company.	BRFL has a reliable supplier base built on long term relationships. Company procures cotton only from these select group of suppliers will help it to negotiate on prices even in critical situations.
Market Risk	Demand for value added textiles is growing in both the global and domestic market. BRFL has a strong presence in value added textiles. However the change in different macro-economic and micro economic factors could affect the business.	BRFL has a strong marketing and distribution network in the domestic and export markets which helps the company to forecast market trends and change its business strategy accordingly, thus mitigating market risks.
Financial risk	Projections for business are prepared based upon realistic assumptions and its capabilities. However, due to external factors, EBITDA falling below the projections, it may adversely impact on the company's profitability & cash flow and eventually impact debt servicing capabilities.	Company is focussed on maintaining its margins at a level where it can balance between its operational requirement and the amount required for debt servicing. The Company is going through financial restructuring after which its debt level will come down significantly which in turn will improve the debt serviceability of company.
Foreign Exchange Risk	BRFL has export turnover and therefore has a natural foreign exchange risk in its export receivables.	The Company suitably hedges its receivables.
Environmental Risk	The chemicals that are used to bleach and colour textiles can damage the environment. Most of the textile machineries cause noise, sound and air pollution. Over-usage of natural resources like plants, water, etc., depletes or disturbs ecological balance.	Company is meeting the norms and conditions related to environment defined under law.
Power cost	Power cost for the industrial use is constantly increasing over the years and puts the burden on profit margins.	Majority of the power requirement is being met by the in – house power plants and the Company further plans to use the plants at full capacity to minimize the power cost.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERTIONAL PERFORMANCE:

The total sales of the company for FY18 stood at Rs. 3,088.36 Cr. witnessing a drop of 20% over previous year sales of Rs. 3876.96 Cr. Working capital crunch, sluggish market conditions and low operational utilization levels led to the drop in sales. Company incurred a loss of Rs. 282.08 Cr. in FY18 in comparison to Rs. 151.23 Cr. in FY 17.

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 at Bangalore and duly supplemented by strong Internal Team at various locations. 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 Audit Committee of the Board of Directors and Statutory Auditors are periodically apprised of the internal audit findings and corrective actions taken. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board.

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. The Company is committed to nurturing, enhancing and retaining talent through superior Learning & Organizational Development. Total employees strength of the Company as on 31st March 2018 was 15,754.

INDEPENDENT AUDITOR'S REPORT

To,
The Members of Bombay Rayon Fashions Limited

Report on the Standalone Ind AS Financial Statements

Opinion

1. We have audited the accompanying standalone Ind AS financial statements of **Bombay Rayon Fashions Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2018**,** the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the statement of changes in equity for the year then ended, and a summary of the significant accounting policies and other explanatory information **(herein after referred to as "Standalone Ind AS financial statements")**

2. In our opinion and to the best of our information and according to the explanation given to us, the aforesaid Ind AS 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 including the Ind AS, of the state of affairs of the Company as at 31 March 2018, and its financial performance including comprehensive income, its cash flows and the change in equity for the year ended on that.

3. **Basis for Opinion**

   We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

4. **Key Audit Matters**

   Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. **Management's Responsibility for the Standalone Ind AS 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 Ind AS financial statements, that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind As) specified under Section 133 of the Act, read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company, for preventing and detecting frauds and other irregularities, selection and application of appropriate implementation and maintenance of accounting policies, making judgments and estimates that are reasonable and prudent, and 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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors Responsibility

Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatements, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these 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 Ind AS financial statements.

Report on Other Legal and Regulatory Requirements

6. 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 Companies Act 2013, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

7. **As required by Section143(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, the statement of profit and loss including other comprehensive income, the statement of cash flow and the statement of changes in equity dealt with by this report are in agreement with the books of account.

   d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards (Ind As) specified under Section 133 of the Act, read with relevant rule issued thereunder.

   e. On the basis of the written representations received from the directors as on 31 March, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164(2) of the Act;

   f. We have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as of 31 March 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date and our report dated 29/05/2018 as per Annexure II expressed.

   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 as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. As detailed in Note 41 to the standalone Ind AS financial statements, the Company has disclosed the impact of pending litigations on its standalone Ind AS financial statements;

ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. The Company has transferred the amounts which were required to be transferred to the Investor Education and Protection Fund during the year.

For P R Agarwal & Awasthi
Chartered Accountants
Firm Registration No 117940W

CA Pawan KR. Agarwal
Partner
M No-34147

Place: Mumbai
Date: 29/05/2018

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. As informed by the management the fixed assets have been physically verified by the management at reasonable intervals. 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. The 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 income tax, service tax, sales tax, GST, customs duty, excise duty/cess were outstanding as at 31.03.2018 for a period of more than six months from the date they became payable except as given below:

Rs.in Crores)

Sr. No	Nature of Dues	Amount
1.	Provident Fund	19.03
2.	Employee State Insurance	1.93
3.	Profession Tax	1.23
4.	Property Tax	1.65
5.	Service Tax	1.23
6.	Tax Deducted at Source	1.88
7.	Excise Duty	0.21
8.	Income Tax	12.22
	Total	**39.38**

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

(Rs.in Crores)

Nature of the Act	Amount	Period to which the amount relates	Forum where dispute is pending
Income Tax Act,1961	**0.02**	AY 2004-05	DCIT CC 6(3), Mumbai
Income Tax Act,1961	**0.28**	AY 2009-10	CIT (A)-54, Mumbai
Income Tax Act,1961	**0.06**	AY 2011-12	CIT (A)-54, Mumbai
Income Tax Act,1961	**33.40**	AY 2013-14	CIT(A)-54,Mumbai
Income Tax Act,1961	**0.38**	AY 2012-13	CIT(A)-54,Mumbai

8. In our opinion and according to the information and explanations given to us, there have been delays in repayment of dues to financial institutions and banks during the year, as on 31.03.2018 the amount due and remaining unpaid on account of principal and interest to Banks and Financial Institutions are given below:

(Rs.in Crores)

Particulars	Overdue in Principal	Overdue in Interest	Total Overdue
Upto 30 days	16.58	7.81	24.39
From 31 days To 60 days	5.04	6.49	11.53
From 61 days To 90 days	4.41	6.87	11.28
Above 91 days	0.73	0.26	0.99
Total	**26.76**	**21.43**	**48.19**

The Company has not defaulted in repayment of dues to debenture holders. The company has not availed any loan or borrowings from the Government.

9. During the year the Company has not raised any fund by way of initial public offer or further public offer (including Debt Instruments) and term loans.

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. The Company has paid managerial remuneration during the year according to the provisions of section 197 read with Schedule V to the Companies Act, 2013.

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, pursuant to the CDR Scheme, Funded Interest Term Loan, Working Capital Term Loan amounting to Rs 80.15 Crores has been allotted to Lenders on account of conversion into Equity Shares as a Preferential Allotment.

Further the Company has made preferential allotment of Equity Shares to Banks and Financial Institutions for conversion of outstanding unsustainable debt pursuant to S4A scheme amounting to Rs 1838.87 Crores. The company has not made any Private placement of shares during the year.The Company has issued optional convertible debentures during the year to Banks and Financial Institutions for conversion of outstanding unsustainable debt pursuant to S4A scheme amounting to Rs 410.18 Crores.

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 P R Agarwal & Awasthi
Chartered Accountants
Firm Registration No 117940W

CA Pawan KR. Agarwal
Partner
M No-34147

Place: Mumbai
Date: 29/05/2018

Annexure II

Independent Auditor's report on the Internal Financial Controls with reference to financial statements and its operative effectiveness 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 Ind AS financial statements of **Bombay Rayon Fashions Limited** ("the Company") as of and for the year ended 31 March 2018, 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 standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles including the Ind AS. 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 standalone Ind AS financial statements in accordance with generally accepted accounting principles including Ind AS, 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 standalone Ind AS 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 2018, based on the criteria being specified by management.

For P R Agarwal & Awasthi
Chartered Accountants
Firm Registration No 117940W

CA Pawan KR. Agarwal
Partner
M No-34147

Place: Mumbai
Date: 29/05/2018

Bombay Rayon Fashions Limited

Balance Sheet as at 31st March 2018

(Rs. In Crores)

	PARTICULARS	Note	31st March, 2018	31st March, 2017
	ASSETS			
	Non-current assets			
a)	Property, Plant & Equipment	2	**3,028.08**	3,175.69
b)	Capital work-in-progress		**15.17**	8.94
c)	Other Intangible Assets	2	**1.18**	1.27
d)	Financial Assets			
	(i) Investments	3	**146.57**	146.57
	(ii) Loans	4	**131.45**	156.07
	(iii) Other Financial Assets	5	**1.09**	2.10
e)	Other Non-current Assets	6	**25.32**	37.15
	Total Non-current Assets		**3,348.86**	3,527.78
	Current assets			
a)	Inventories	7	**3,727.15**	3,646.34
b)	Financial Assets			
	(i) Trade receivables	8	**1,606.72**	1,472.29
	(ii) Cash and cash equivalents	9	**5.56**	53.19
	(iii) Loans	10	**45.80**	72.09
c)	Current Tax Assets	11	**199.43**	197.49
d)	Other current assets	12	**203.23**	247.68
	Total Current Assets		**5,787.89**	5,689.08
	TOTAL ASSETS		**9,136.75**	9,216.86
	EQUITY AND LIABILITIES			
	Equity			
a)	Share Capital	13	**317.48**	185.99
b)	Other Equity	14	**3,972.92**	2,468.62
	TOTAL EQUITY		**4,290.40**	2,654.61
	LIABILITIES			
1)	**Non-current liabilities**			
a)	Financial Liablities			
	(i) Borrowings	15	**1,270.69**	1,702.77
b)	Employee Benefit Obligation	16	**14.74**	12.35
c)	Deferred Tax Liability	17	**54.26**	130.53
	TOTAL NON-CURRENT LIABILITIES		**1,339.69**	1,845.65
2)	**Current liabilities**			
a)	Financial Liabilities			
	(i) Borrowings	18	**2,626.59**	3,635.81
	(ii) Trade payables	19	**570.67**	541.89
	(iii)Other Financial Liabilities	20	**242.66**	471.11
b)	Other Current Liabilities	21	**48.49**	50.15
c)	Provisions	22	**6.03**	5.42
d)	Current Tax Liabilities	23	**12.22**	12.22
	TOTAL CURRENT LIABILITIES		**3,506.66**	4,716.60
	TOTAL EQUITY AND LIABILITIES		**9,136.75**	9,216.86
Notes are integral part of the balance sheet & profit & loss		1		

As per our report of even date
For **P.R. Agarwal & Awasthi**
Chartered Accountants

CA Pawan KR. Agarwal
Partner
Membership Number- 34147
Firm Reg No.:117940W

Place : Mumbai
Date : 29th May, 2018

For and on behalf of Board of Directors

Aman Agrawal
Chairman

Prashant Agrawal
Managing Director

A.R. Mundra
Executive Director-Finance

Prachi Deshpande
Director-Secretarial & Corporate Affairs, Company Secretary

Profit and Loss Statement for the year ended 31st March 2018

(Rs. In Crores)

	PARTICULARS	Note	31st March, 2018	31st March, 2017
INCOME :				
	Revenue from Operations	24	**3,088.36**	3,876.96
	Other Income	25	**20.23**	21.67
	Total Revenue		**3,108.59**	3,898.63
EXPENDITURE :				
	Cost of raw materials consumed	26	**2,169.92**	2,748.96
	Changes in inventories of finished goods, work-in-progress and waste	27	**(44.93)**	(278.49)
	Employee benefits expenses	28	**281.79**	254.65
	Finance costs	29	**422.12**	671.75
	Depreciation and amortization expenses	30	**154.80**	161.51
	Other expenses	31	**483.23**	552.77
	Total Expenditures		**3,466.93**	4,111.15
	Profit/(Loss) before exceptional items and tax		**(358.34)**	(212.52)
	Exceptional Items :			
	Prior year adjustments		**-**	-
	Profit/(Loss) before tax		**(358.34)**	(212.52)
	Tax expenses :			
	Current Tax		**-**	-
	Deferred tax	32	**76.27**	65.34
	Short/(Excess) Provision of Tax		**-**	(4.05)
	Mat Credit Entitlement		**-**	-
	Profit / (Loss) for the year		**(282.07)**	(151.23)
	Other Comprehensive Income		**-**	-
	Total Other Comprehensive Income		**-**	-
	Total Comprehensive Income for the year		**(282.07)**	(151.23)
	Earnings per equity share of Rs.10 each			
	Basic & Diluted		**(9.68)**	(8.68)
	Weighted average equity shares used in computing earning per			
	equity shares			
	Basic & Diluted		**291474152**	174238136
	Notes are integral part of the balance sheet & profit & loss account			

As per our report of even date
For **P.R. Agarwal & Awasthi**
Chartered Accountants

CA Pawan KR. Agarwal
Partner
Membership Number- 34147
Firm Reg No.:117940W

Place : Mumbai
Date : 29th May, 2018

For and on behalf of Board of Directors

Aman Agrawal
Chairman

Prashant Agrawal
Managing Director

A.R. Mundra
Executive Director-Finance

Prachi Deshpande
Director-Secretarial & Corporate Affairs, Company Secretary

Bombay Rayon Fashions Limited

Cash Flow Statement for the year ended 31st March 2018

(Rs. In Crores)

	PARTICULARS	31st March, 2018	31st March, 2017
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit / (Loss) before Tax and after Extraordinary items	**(358.34)**	(212.52)
	Adjustment For :		
	Depreciation	**154.80**	161.51
	Interest & Finance charges	**422.12**	671.75
	Interest received	**(7.17)**	(8.13)
	Dividend received	**(0.01)**	-
	Profit (-) / Loss (+) on sale of Investments	**-**	(0.02)
	Profit (-) / Loss (+) on sale of Fixed Assets	**(1.17)**	(4.73)
	Operative Profit before Working Capital Changes	**210.23**	**607.86**
	Adjustment For :		
	Trade and Other Receivables	**(89.98)**	(193.35)
	Inventories	**(80.81)**	(524.92)
	Other Financial Liability	**(228.45)**	
	Provision For Gratuity & Bonus	**3.00**	2.08
	Trade & Other payable	**27.12**	392.13
	Cash Generation from Operations	**(158.89)**	**283.80**
	Direct Taxes	**(1.94)**	(2.77)
	Net Cash Flow from operating activities	**(160.83)**	**281.02**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Sale / Purchase of Fixed Assets	**(12.19)**	11.72
	Sale of Investment (Net)	**-**	0.08
	Decrease in Loans and advances	**62.76**	-
	Dividend received	**0.01**	-
	Interest Received	**7.17**	8.13
	Net Cash used in investing activities	**57.75**	**19.92**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Increase in Share Capital	**-**	-
	Other Financial Asset	**1.01**	-
	Increase/Decrease in Borrowings	**476.56**	246.60
	Interest Paid	**(422.12)**	(576.19)
	Net Cash used in financing activities	**55.45**	**(329.58)**
D.	'Net Change In Cash And Cash Equilants (A+B+C)	**(47.63)**	(28.64)
	'Cash and Cash Equivalents (Opening)	**53.19**	81.83
	'Cash and Cash Equivalents (Closing)	**5.56**	**53.19**
Notes : 1. Figures in brackets represent cash outflows.			
2. Previous year figures have been regrouped wherever necessary.			

As per our report of even date
For **P.R. Agarwal & Awasthi**
Chartered Accountants

CA Pawan KR. Agarwal
Partner
Membership Number- 34147
Firm Reg No.:117940W

Place : Mumbai
Date : 29th May, 2018

For and on behalf of Board of Directors

Aman Agrawal
Chairman

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Managing Director

A.R. Mundra
Executive Director-Finance

Prachi Deshpande
Director-Secretarial & Corporate Affairs, Company Secretary

Notes to Financial Statements for the year ended 31/03/2018

Statement of Changes in Equity –

A. Equity share capital

	Numbers	INR in Crores
Balance as at 1 April 2016	13,46,00,000	134.60
Changes in equity share capital during 2016-17	5,13,94,193	51.39
Balance as at 31 March 2017	**18,59,94,193**	**185.99**
Balance as at 1 April 2017	18,59,94,193	185.99
Changes in equity share capital during 12 months ended 31.03.2018	13,14,82,286	131.49
Balance as at 31 March 2018	**31,74,76,479**	**317.48**

B. Other equity

(Rs. In Crores)

	Reserves and surplus				Total other Equity
	Securities premium	Retained earnings	General Reserve	Money recd against Share Warrants	
Balance as at 1 April 2016	1,917.82	(183.97)	37.00	49.31	1,820.16
Issue of Equity Share Capital	801.13	-	-	-	801.13
Profit for the year		(151.23)	-	-	(151.23)
Share issue Expenses	(1.44)				(1.44)
Other comprehensive income	-	-	-	-	-
Total comprehensive income for the year	-	(151.23)	-	-	(151.23)
Balance as at 31 March 2017	**2,717.51**	**(335.20)**	**37.00**	**49.31**	**2,468.62**
Balance as at 1 April 2017	**2,717.51**	**(335.20)**	**37.00**	**49.31**	**2,468.62**
Issue of Equity Share Capital	1,787.54	-	-	-	**1,787.54**
Profit/(Loss) for the year		(282.07)	-	-	**(282.07)**
Share issue Expenses	(1.17)				**(1.17)**
Other comprehensive income	-	-	-	-	**-**
Total comprehensive income for the year	-	(282.07)	**-**	**-**	**(282.07)**
Balance as at 31st Mar 2018	**4,503.88**	**(617.27)**	**37.00**	**49.31**	**3,972.92**

Notes to Financial Statements for the year ended 31/03/2018

Note 1 SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31.03.2018

1. Basis of preparation of financial Statements

The standalone Ind AS financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, the provision of the Companies Act, 2013 (to the extent notified) and guideline issued by Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under section 133 of the Act read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment rules, 2016.

The accounting policies adopted in the preparation of standalone Ind AS financial statement are consistent with those of previous year.

2. Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions effect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenditure during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding these estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

3. Revenue Recognition

I. Domestic sales are accounted for on dispatch of goods to customers. Gross Sales are net of sales returns and Excise Duty.

II. Export sales are accounted for on dispatch of goods to customers. Gross Sales are inclusive of incentives/benefits, and net of sales returns.

III. Revenue from Job work is recognized when services are rendered.

IV. Interest income is recognized on accrual basis.

4. Property, plant and equipment:

Fixed assets are stated at cost of acquisition less accumulated depreciation if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready to use, as intended by management. The company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives are as follows:

Building-Residential (RCC)	60 years
Building-Residential (Non-RCC)	30 years
Factory Building	30 years
Office Premises	60 years
Plant & machinery	25 years
Vehicles	8 years
Computer	03 years
Furniture	10 years
Office Equipment	05 years

Depreciation methods, useful lives and residual value are reviewed periodically, including at each financial year end.

"Based on technical evaluation, the management believes that the useful lives as given above best represent the period over which management expects to use the assets. Hence the useful lives for these assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013".

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work – in - progress' .Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably .Repairs and maintenance costs are recognized in net profit in the Statement of Profit and Loss when incurred .The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

5. Intangible assets:

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over the irrespective individual estimated useful lives on a straight – line basis ,from the date that they are available for use .The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry, and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

6. 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.

7. 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**.**

8. Investments

A. Financial instruments

i. Financial assets

1. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction cost that are directly attributable to the acquisition or issue of financial assets and financial liabilities which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognized using trade date accounting.

2. Subsequent measurement

a. Financial assets carried at amortised costs: (AC)

Financial assets are subsequently measured at amortised costs if it is held within a business model and whose objective is to hold the asset in order to collect the contractual cash flows and contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal interest on the principal amount outstanding.

b. Financial assets at fair value through other comprehensive income: (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal interest on the principal amount outstanding.

c. **Financial assets at fair value through profit and loss (FVTPL)**

Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss.

3. **Equity instruments**
All equity investments are measured at fair value, with value changes recognized in the statement of profit and loss, except for those equity investments for which the company has elected to present the value changes in 'other comprehensive income'.

4. **Investment in Subsidiaries and Associates and Joint Venture**:
The company has accounted for its investments in Subsidiaries and Associates and Joint Venture at cost and at amortised cost.

9. Foreign Currency

Functional Currency

The functional currency of the company is the Indian Rupee. The financial statements are presented in Indian Rupees (Rounded off to Crores).

Transactions and translations

Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

10. 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 being accounted for on the basis of actual payment, if any on resignation/retirement of the Employees.

11. 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.

12. 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.

13. 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.

14. 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.

15. 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 31/03/2018

Note - 2 : Property, plant and equipment

Details of the property, plant and equipment & Intangible Assets their carrying amounts are as follows:

(Rs. In Crores)

	Free Hold Land	Lease Hold Land	Site Develop ment	Factory Building	Non Factory Building	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Computer	TOTAL	Computer Software
Gross carrying amount												
Balance as at 1 April 2017	8.03	113.28	-	686.08	19.81	3,772.15	54.52	18.56	13.14	16.21	**4,701.78**	10.24
Additions	0.72	0.09	-	0.61	-	3.15	1.35	2.23	0.37	0.14	**8.66**	0.24
Disposals	0.72	-	-	0.29	0.08	1.02	-	2.39	-	0.05	**4.55**	-
Balance as at 31st Mar 2018	**8.03**	**113.37**	**-**	**686.40**	**19.73**	**3,774.28**	**55.87**	**18.40**	**13.51**	**16.30**	**4,705.89**	**10.48**
Depreciation and amortization												
Balance as at 1 April 2017	-	-	-	156.98	3.65	1,288.40	39.78	10.70	11.35	15.23	1,526.08	8.97
Depreciation	-	-	-	23.06	0.31	125.76	3.32	1.52	0.35	0.15	154.47	0.33
Disposal	-	-	-	0.12	0.01	0.64	-	1.93	-	0.05	2.75	-
Balance as at 31st Mar 2018	**-**	**-**	**-**	**179.92**	**3.95**	**1,413.52**	**43.10**	**10.29**	**11.70**	**15.33**	**1,677.80**	**9.30**
Carrying amount as at 31st March 2018	**8.03**	**113.37**	**-**	**506.48**	**15.78**	**2,360.76**	**12.77**	**8.11**	**1.81**	**0.97**	**3,028.08**	**1.18**

	Free Hold Land	Lease Hold Land	Site Develop ment	Factory Building	Non Factory Building	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Computer	TOTAL	Computer Software
Gross carrying amount												
Balance as at 1 April 2016	8.03	112.86	-	688.09	19.48	3,768.26	52.20	21.47	12.42	16.06	**4,698.87**	9.91
Additions	-	0.42	-	0.93	0.33	9.38	2.32	0.21	0.72	0.15	**14.45**	0.34
Disposals	-	-	-	2.94	-	5.49	-	3.12		-	**11.55**	-
Balance as at 31st March 2017	**8.03**	**113.28**	**-**	**686.08**	**19.81**	**3,772.15**	**54.52**	**18.56**	**13.14**	**16.21**	**4,701.77**	**10.24**
Depreciation and amortization												
Balance as at 01st April 2016	-	-	-	134.81	3.35	1,167.05	31.11	11.36	11.13	14.95	**1,373.75**	7.32
Disposal	-	-	-	0.86	-	4.09	-	2.59	-	-	**7.53**	-
Depreciation	-	-	-	23.03	0.30	125.44	8.67	1.93	0.22	0.28	**159.86**	1.65
Balance as at 31st March 2017	**-**	**-**	**-**	**156.98**	**3.65**	**1,288.40**	**39.78**	**10.70**	**11.35**	**15.23**	**1,526.08**	**8.97**
Carrying amount as at 31 March 2017	**8.03**	**113.28**	**-**	**529.10**	**16.16**	**2,483.75**	**14.74**	**7.86**	**1.79**	**0.98**	**3,175.69**	**1.27**

Notes to financial statements for the year ended 31/03/2018

Note - 3 : Non-current investments

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Investment in Equity instruments :		
In Subsidiaries		
Quoted Shares		
Fully paid up 21750000 Equity Shares of Rs. 10/- each of STI India Limited	**64.12**	64.12
Unquoted Shares		
Fully paid up 420 Equity Shares of GBP 1/- each of DPJ Clothing Limited	**13.43**	13.43
Fully paid up 17752 Equity Shares of BDT 100/- each of BRFL Bangaladesh Pvt. Limited	**0.12**	0.12
Fully paid up 35142500 Shares of Rs. 10/- each of Bombay Rayon Holdings Limited	**35.14**	35.14
In Other Related Parties		
Unquoted Shares		
Fully paid up 3800000 Shares of Rs. 10/- each of Islampur Integrated Textiles Park Pvt. Limited	**3.80**	3.80
Fully paid up 3620000 Shares of Rs. 10/- each of Latur Integrated Textiles Park Pvt. Limited	**3.62**	3.62
Fully paid up 180 Shares of Rs. 100/- each of Arihant Organics Pvt. Limited	**1.62**	1.62
In Others		
Fully paid up 5001 Shares of Rs. 100/- each of Raja Ram Bapu Sahakari Bank Ltd	**0.05**	0.05
Fully paid up 10000 Shares of Rs. 10/- each of Scotts Fashionciti India Limited	**0.01**	0.01
Fully paid up 2000000 Shares of Rs. 10/- each of Scotts Garments Limited	**14.00**	14.00
Investment in Debenture instruments :		
In Subsidiaries		
Unquoted		
32180000 Debentures of STI India Limited	**10.66**	10.66
Total	**146.57**	146.57
Aggregate Value of Quoted Investment	**64.12**	64.12
Market Value of Quoted Investment	***28.60***	*33.28*
Aggregate Value of Unquoted Investment	***82.45***	*82.45*

Notes to financial statements for the year ended 31/03/2018

Note - 4 : Loans

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Security Deposits		
Unsecured, considered good		
Dues from Cos in which Directors are interested	**6.75**	27.55
Others	**20.12**	21.65
	26.87	**49.20**
Other Loans	**-**	-
Inter Corporate Deposits	**104.58**	106.87
	104.58	106.87
Total	**131.45**	**156.07**

Note - 5 : Other Financial Assets

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Bank Deposit having maturity over 12 Months	**1.09**	2.10
Total	**1.09**	**2.10**
Balance with banks to the extent held as margin money	**1.09**	2.10

Note - 6 : Other Non-Current Assets

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Capital Advances	**25.32**	37.15
Total	**25.32**	**37.15**

Note - 7 : Inventories

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Raw Materials (Valued at cost)	**1,258.26**	1,238.81
Work-in-progress (Valued at cost)	**1,120.56**	1,124.49
Finished goods (Valued at lower of cost or net realisable value)	**1,164.88**	1,116.02
Stores and Spares (Valued at cost)	**183.45**	167.02
(As certified by Management)		
Total	**3,727.15**	**3,646.34**

Note - 8 : Trade Receivables

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Unsecured, Considered Good		
Dues from Private Co's in which Directors are interested	**8.03**	2.17
Others	**1,598.69**	1,470.12
Total	**1,606.72**	**1,472.29**

Notes to financial statements for the year ended 31/03/2018

Note - 9 : Cash and cash equivalents

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Balances with banks		
Balance with Banks	**1.21**	45.21
Cash on hand	**0.25**	1.54
Bank Deposit	**4.10**	6.44
Total	**5.56**	**53.19**
Earmarked Balance with banks for unclaimed dividend	**-**	*0.04*
Balance with banks to the extent held as margin money	***4.10***	*6.44*

Note - 10 : Loans

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Unsecured, considered good		
Advances to Subsidiary Co.	**45.80**	72.09
Total	**45.80**	**72.09**

Note - 11 : Current Tax Assets

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Mat Credit Entitlement	**163.69**	163.69
Income Tax (net)	**35.74**	33.80
Total	**199.43**	**197.49**

Note - 12 : Other current assets

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Advances other than Capital Advances	**32.39**	45.29
Balance with Government authorities:		
-Other than Income Tax	**127.43**	158.98
Others (Interest Receivable)	**43.41**	43.41
Total	**203.23**	**247.68**

Notes to financial statements for the year ended 31/03/2018

Note : 13 Share Capital

(Rs. In Crores)

A

Authorised Share Capital	Equity Share		Preference Shares	
	Number	Amount	Number	Amount
Beginning of the year at 1 April 2016	**15,00,00,000**	**150.00**	-	-
Increase/(decrease) during the year	**5,00,00,000**	**50.00**	-	-
Total shares authorised as at 31 March 2017	**20,00,00,000**	**200.00**	-	-
Total shares authorised as at 1 April 2017	**20,00,00,000**	**200.00**	-	-
Increase/(decrease) during the year	**16,50,00,000**	**165.00**	-	-
Total authorised share capital as at 31st March, 2018	**36,50,00,000**	**365.00**	-	-

Terms/rights attached to equity shares

The company has only one class of equity shares having par value of INR 10 per share.

(Rs. In Crores)

B

Issued, Subscribed & fully Paid Up	Equity Share		Preference Shares	
	Number	Amount	Number	Amount
Balance as at 1 April 2016	**13,46,00,000**	**134.60**	-	-
Changes during the period	**5,13,94,193**	**51.39**	-	-
Balance as at 31 March 2017	**18,59,94,193**	**185.99**	-	-
Balance as at 1 April 2017	**18,59,94,193**	**185.99**	-	-
Changes during the period	**13,14,82,286**	**131.49**	-	-
Shares issued and fully paid as at 31st March 2018	**31,74,76,479**	**317.48**	**-**	**-**

(Rs. In Crores)

C

	31-Mar-18	31-Mar-17
Shares held by holding/ultimate holding company including shares held by subsidiaries or associates of the holding company/ultimate holding company	-	-

D Details of shareholders holding more than 5% shares in the company

	31-Mar-18		31-Mar-17	
	No. of Shares	% of Holding	No. of Shares	% of Holding
State Bank of India	**92954532**	**29.28%**	2,31,96,889.00	12.47%
Axis Bank	**25526247**	**8.04%**	1,15,86,959.00	6.23%
Reynold Shirting Ltd	**13215714**	**4.16%**	13215714	7.11%
AAA United B.V.	**50464386**	**15.90%**	51000400	27.42%
Ashwell Holding Company Pvt.Ltd.	**28420000**	**8.96%**	28420000	15.28%

E. 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 pursuant to scheme of CDR/S4A * [Refer note no.45]	13,14,82,286
Fully paid up by way of bonus shares	NIL
Shares bought back	NIL

Notes to financial statements for the year ended 31/03/2018

Note 14 - Other Equity

(Rs. In Crores)

PARTICULARS	As at 31 March 2018	As at 31 March 2017
Securities Premium Account		
Opening Balance	**2,717.51**	1,917.82
(+) Addition	**1,787.54**	801.13
(-) Share Issue Expenses	**1.17**	1.44
Closing Balance	**4,503.88**	2,717.51
Retained Earnings		
Opening balance	**(335.20)**	(183.97)
(+) Net Profit / (Net Loss) for the current year	**(282.07)**	(151.23)
Closing Balance	**(617.27)**	(335.20)
General Reserves		
Opening Balance	**37.00**	37.00
(+)/(-) Transfer	**-**	-
Closing Balance	**37.00**	37.00
Money Recd against Share Warrants		
Opening Balance	**49.31**	49.31
(+)/(-) Transfer	**-**	-
Closing Balance	**49.31**	49.31
Total	**3,972.92**	**2,468.62**

'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.

Notes to financial statements for the year ended 31/03/2018

Note - 15 : Borrowings

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Secured Loans		
b) Optionally Convertible Debentures (Secured)		
41,01,824 Debentures of Rs. 1000/- each	**410.18**	-
Debentures 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' Brand.		
b) Term Loans from Banks	**684.77**	1,507.23
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' Brand.		
Repayment of Loan and Interest on term loan from Bank & FI due and unpaid as on 31.03.2018 of Rs 48.19 (Rs 101.22 Crores)		
b) Vehicle Loans		
From Banks	**2.34**	2.63
From Others	**0.28**	0.80
The vehicle loans from the banks and others are secured by hypothecation of specified vehicles against which the finance is obtained		
Unsecured Loans		
a) From Related Parties :		
i) Advances from Subsidiary	**40.25**	40.25
ii)From Promoters	**96.66**	96.66
b) From Others	**36.21**	55.20
Total	**1,270.69**	**1,702.77**

Notes to financial statements for the year ended 31/03/2018

Note - 16 : Provisions

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
For Employee Benefits:		
Gratuity	**14.74**	12.35
Total	**14.74**	**12.35**

Note - 17 : Deferred tax Liability (Net)

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Deferred tax liability		
Net Block as per Companies Act	**2,907.87**	3,055.65
Net Block as per Income Tax Act	**1,289.99**	1,491.55
Difference on account of fixed assets	**1,617.88**	1,564.10
Deferred tax liability (A)	**499.93**	**483.31**
Deferred tax assets		
Expenditure to be disallowed u/s 43B -		
Employee Benefits	**20.77**	17.77
Interest Not paid	**-**	18.77
Carry forward Depreciation	**1,092.63**	884.19
Carry forward Loss	**328.65**	220.93
	1,442.05	1,141.66
Deferred tax on Normal Rates	**445.60**	352.78
Deferred tax on Carry forward LTCL	**0.07**	
Deferred tax assets (B)	**445.67**	**352.78**
Net Deferred Tax (Liability) (Closing)	**54.26**	130.53

Note - 18 : Borrowings

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
From Banks		
Secured Loans		
Working Capital Loans from Banks	**2,620.30**	3,628.47
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 Loans		
Working capital loans from bank	**6.29**	7.34
Total	**2,626.59**	**3,635.81**

Notes to financial statements for the year ended 31/03/2018

Note - 19 : Trade payables

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Unsecured :		
Related Parties	**1.94**	3.58
Trade Payables	**568.73**	538.31
Total	**570.67**	**541.89**

Note - 20 : Other Financial Liabilities

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Outstanding expenses	**31.34**	38.60
Current maturities of Long Term Debts *(Refer Note No 15)*	**189.89**	276.59
Interest Accrued	**21.43**	155.88
Unclaimed Dividend	**-**	0.04
	242.66	**471.11**

Note - 21 : Other Current Liabilities

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Statutory dues	**48.49**	50.15
Total	**48.49**	**50.15**

Note - 22 : Provisions

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Provision for employee benefits :		
Bonus	**6.03**	5.42
Total	**6.03**	**5.42**

Note - 23 : Current Tax Liabilities

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Income Tax (Net)	**12.22**	12.22
Total	**12.22**	**12.22**

Notes to financial statements for the year ended 31/03/2018

Note - 24 : Revenue from operations

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Revenue from operations		
Sale of product :		
Textiles goods	**3,039.37**	3,823.78
Sale of service :		
Jobwork receipt	**48.99**	53.18
Total	**3,088.36**	**3,876.96**
Detail of Sales		
Domestic		
Fabrics	**2,521.00**	3,195.97
Yarns	**12.85**	5.42
Garments	**27.95**	9.13
Others	**24.56**	25.30
	2,586.36	**3,235.82**
Export		
Fabrics	**64.23**	61.21
Yarns	**-**	-
Garments	**388.68**	526.42
Others	**0.10**	0.33
Total	**453.01**	**587.96**

Note - 25 : Other income

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Interest Income	**7.17**	8.13
Dividend Income	**0.01**	-
Profit on sale of Investments	**-**	0.02
Profit on sale of assets	**1.56**	5.11
Exchange fluctuation gain	**4.45**	2.75
Miscellanous income	**7.04**	5.66
Total	**20.23**	**21.67**

Note - 26 : Cost of Materials consumed

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Inventory at the beginning of the year	**1,238.81**	987.28
Add : Purchase	**2,189.37**	3,000.49
	3,428.18	3987.77
Less : Inventory at the end of the year	**1,258.26**	1,238.81
	2,169.92	**2,748.96**

Notes to financial statements for the year ended 31/03/2018

Note – 27 : Increase (-) / decrease (+) in inventories

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Inventory at the end of the year		
Finished Goods	**1,164.88**	1,116.02
Work-in-progress	**1,120.56**	1,124.49
	2,285.44	**2,240.51**
Inventory at the beginning of the year		
Finished Goods	**1,116.02**	972.57
Work-in-progress	**1,124.49**	989.45
	2,240.51	**1,962.02**
Increase (-) / decrease (+) in inventories	**(44.93)**	**(278.49)**

Note - 28 : Employee benefit expenses

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Salaries & wages	**245.45**	225.73
Contributions to provident and other fund	**20.71**	17.87
Staff welfare expenses	**15.63**	11.05
Total	**281.79**	**254.65**

Note - 29 : Finance costs

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Interest expense	**417.07**	664.25
Bank Charges	**5.05**	7.50
Total	**422.12**	**671.75**

Note - 30 : Depreciation & Amortization Expenses

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Depreciation on Tangible Assets	**154.47**	159.86
Amortization of Intangible Assets	**0.33**	1.65
Total	**154.80**	**161.51**

Notes to financial statements for the year ended 31/03/2018

Note - 31 : Other expenses

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Stores & spares consumption	**91.27**	109.56
Packing material and expenses	**14.31**	14.30
Power and fuel	**107.46**	120.36
Water charges	**13.24**	14.64
Job Charges for		
Yarn	**55.69**	63.45
Process	**2.07**	2.29
Weaving	**22.06**	23.92
Design & development & Others	**22.32**	58.92
Rent	**26.01**	13.27
Rates and taxes	**1.99**	6.36
Insurance	**3.22**	3.02
Keyman Insurance	**0.45**	0.77
Repair and maintenance		
Plant and machinery	**4.96**	5.71
Building	**0.67**	1.64
Vehicles	**0.57**	0.42
Others	**2.50**	2.94
Advertising and business promotion	**7.44**	5.15
Books & Periodicals	**0.13**	0.20
Commission on sale	**5.20**	4.65
Traveling and conveyance	**11.77**	10.95
Transportation	**29.22**	37.05
Communication Expenses	**3.10**	3.79
Printing and stationary	**1.73**	2.08
Legal and professional fees	**20.01**	12.76
Director's Remuneration	**5.71**	5.83
Director's sitting fees	**0.08**	0.08
Auditor's remuneration	**0.35**	0.96
Environmental Control Expenses	**0.52**	0.55
Security Service Charges	**5.57**	5.66
Loss on sale of fixed assets	**0.39**	0.38
Miscellaneous expenses	**23.22**	21.11
Total	**483.23**	**552.77**
Payments to auditor		
For Audit Fee	**0.35**	0.41
For Tax Audit Fee	**-**	0.52
For Certification & Others	**-**	0.03
Total	**0.35**	**0.96**

Note - 32 : Differed Tax

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Net Deferred Tax (Liability) (Closing)	**54.26**	130.53
Less : Net Deferred Tax (Liability) (Opening)	**130.53**	195.87
	-76.27	**-65.34**

Notes to financial statements for the year ended 31/03/2018

Note 34: 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 31.03.2018	As on 31.03.2017
1	**Assumption**		
	Discount Rate	**7.87%**	7.66%
	Salary Escalation	**5.00%**	5.00%
2	**Present value of Obligation**		
	Present value of obligations as at beginning of year	**12.35**	10.30
	Interest cost	**0.95**	0.82
	Current Service Cost	**3.54**	3.27
	Liability Transferred In		-
	Benefits Paid	**(2.01)**	(1.82)
	Prior Year Charge		-
	Actuarial (gain)/ loss on obligations	**(0.22)**	(0.22)
	Present value of obligations as at end of year	**14.84**	12.35
3	**Fair value of plan assets**		
	Fair value of plan assets at beginning of year	**0.09**	0.08
	Expected return on plan assets	**0.01**	0.01
	Contributions	**-**	0.01
	Assets Transferred In	**-**	
	Benefits Paid	**-**	-
	Actuarial (gain)/ loss on obligations	**-**	-
	Fair value of plan assets at the end of year	**0.10**	0.10
4	**Actuarial Gain/Loss recognized**		
	Actuarial (gain)/ loss on obligations	**(0.22)**	(0.22)
	Actuarial (gain)/ loss for the year - plan assets	**-**	-
	Actuarial (gain)/ loss on obligations	**(0.22)**	(0.22)
	Actuarial (gain)/ loss recognized in the year	**(0.22)**	(0.22)
5	**The amounts to be recognized in the balance sheet**		
	Present value of obligations as at the end of year	**(14.84)**	(12.35)
	Fair value of plan assets as at the end of the year	**0.10**	0.10
	Funded status	**(14.74)**	(12.25)
6	**Expenses Recognized in statement of Profit and loss**		
	Current Service cost	**3.54**	3.27
	Interest Cost	**0.94**	0.81
	Expected return on plan assets	**(0.01)**	(0.01)
	Net Actuarial (gain)/ loss recognized in the year	**(0.22)**	(0.22)
	Expenses to be recognized in statement of Profit and loss	**4.50**	3.86

Notes to financial statements for the year ended 31/03/2018

Note 35: Related Party Disclosure

Sr	Name of Related Party	Relationship
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 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)	Kagal Industrial Textile Technology Park Pvt. Ltd.	Other Related Parties
d)	Reynold Shirting Ltd.	Other Related Parties
e)	Bombay Rayon Clothing Ltd.	Other Related Parties
f)	Bestsellers Retail India Pvt. Ltd.	Other Related Parties
g)	Best United Lifestyles Pvt. Ltd.	Other Related Parties
h)	Best United India Comforts Pvt. Ltd. *(upto 04/10/2017)*	Other Related Parties
i)	Bestseller Wholesale India Pvt. Ltd. *(upto 23/10/2017)*	Other Related Parties
j)	B. R. Machine Tools Pvt. Ltd. *(upto 29/06/2017)*	Other Related Parties
k)	Ashwell Holding Company Pvt. Ltd.	Other Related Parties
l)	Clinvent Real Estates Pvt. Ltd	Other Related Parties
a)	Mr. Janardhan Agrawal, Non Executive Chairman *(upto 18/04/2018)*	Key Managerial Personnel
b)	Mr. Aman Agrawal, Vice Chairman	Key Managerial Personnel
c)	Mr. Prashant Agrawal, Managing Director	Key Managerial Personnel
d)	Ms. Prachi Deshpande, Director-Secretarial & Corporate Affairs, Company Secretary	Key Managerial Personnel
e)	Mr. A.R. Mundra, Executive Director –Finance	Key Managerial Personnel
a)	Mrs. Bimla Devi Agrawal	Relative of KMP
b)	Mrs. Vinita Agrawal	Relative of KMP

Transactions with related parties

(Rs. In Crores)

Transaction with Subsidiaries	March 31, 2018	March 31, 2017
Purchases	**1.98**	0.17
Sales	**0.10**	2.91
Loan/Advances Received Back	**27.36**	15.89
Rent paid	**0.01**	0.01
Job Work Charges Paid	**30.70**	31.51
Transaction with Other Related Parties		
Rent paid	**17.10**	5.67
Purchases	**274.98**	230.08
Sales	**54.68**	6.50
Rent deposit received back	**17.05**	0.75
Job Work charges Paid	**6.61**	14.90
Transactions with Key Managerial Personnel & their Relatives		
Directors Remuneration	**5.71**	5.82

Notes to financial statements for the year ended 31/03/2018

Note 36 :

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

Note 37 : C.I.F. Value of Imports

(Rs. In Crores)

		March 31, 2018	March 31, 2017
a)	Stores & Spares	**3.68**	3.03
b)	Capital Goods	**NIL**	0.30
c)	Raw Materials & Others	**67.46**	156.90

Note 38 : Expenditure in Foreign Currency

(Rs. In Crores)

		March 31, 2018	March 31, 2017
a)	Foreign Traveling	**0.68**	0.52
b)	Commission on Export Sales	**0.75**	0.48
c)	Others	**1.29**	3.94

Note 39 : Earning in Foreign Exchange

(Rs. In Crores)

		March 31, 2018	March 31, 2017
	FOB value of Exports	**421.21**	529.67

Note 40 : Imported & Indigenous Consumption

(Rs. In Crores)

		March 31, 2018		March 31, 2017	
		Value	%	Value	%
a)	Raw Materials:				
	Imported	**78.55**	**3.62%**	153.81	5.60%
	Indigenous	**2091.39**	**96.39%**	2595.15	94.40%
b)	Stores and Spares:				
	Imported	**11.57**	**12.68%**	10.61	9.68%
	Indigenous	**79.70**	**87.32%**	98.95	90.32%

Note 41 : Contingent Liabilities Not Provided For

(Rs. In Crores)

	Particulars	As at March 31, 2018	As at March 31, 2017
a)	Bills Discounted with Banks under Letter of credits or otherwise.	**79.07**	15.87
b)	Bank Guarantee	**4.61**	4.61
c)	Employees State Insurance Contribution (Bangalore)	**2.34**	2.70
d)	Employees Provident Fund	**5.25**	6.27
e)	Demand outstanding related to Income tax	**68.59**	62.49

Notes to financial statements for the year ended 31/03/2018

For the contingent liabilities in respect of the ESIC, PF and Income Tax pending before the respective appellant authorities are likely to be matter of settled in favour of company. In view of the management and accordingly no impact on the standalone financial statements.

Further, the Employees State Insurance Corporation (ESIC) authorities have erroneously raised a demand of ESI Contribution of Rs. 206.38 Crores u/s 45A of the ESI Act, the same was stayed for recovery by the Employees Insurance court, Mumbai vide its order dated 28.09.2017.

Note: 42 : Earning Per Share

		As at March 31, 2018	As at March 31, 2017
	Particulars		
a)	No of Shares at the beginning of the year	**185994193**	134600000
b)	No of Shares at the end of the year	**317476479**	185994193
c)	Weighted average number of Equity Shares outstanding during the year	**291474152**	174238136
	EPS		
a)	Net (Loss) available for Equity Shareholders (Rs in crores)	**282.08**	(151.23)
b)	Basic Earning Per Share (in Rs.)	**(9.68)**	(8.68)
c)	Diluted Earning Per Share (in Rs.)	**(9.68)**	(8.68)

Note: 43 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, hence the provisions of section 135 of the Companies Act, 2013 are not applicable..

Note: 44 :

a. During the year, 48,26,982 equity shares Rs. 10/- each at a premium of Rs. 155.88 amounting to Rs. 80.06 crores were allotted to Standard Chartered Bank, Bank of India and JM Financial Asset Reconstruction Company Private Limited on conversion of Funded Interest Term Loan (FITL) and Working Capital Term Loans (WCTL) pursuant to approvals received from the shareholders at their Extra-Ordinary General Meetings (EGMs) held on 9th May 2016 and 20th May, 2017.

b. The Company has entered into a Framework Agreement with the CDR Lenders on 24th May, 2017 for their approval on implementation of scheme of Sustainable Structure of Stressed Assets (S4A) in terms of RBI Circular dated 13th June, 2016. According to which unsustainable loans of Rs. 2249.74 crores was converted into Equity Shares and Optionally Convertible Debentures (OCD). Accordingly following allotments were made:

   a. Allotment of 10,73,45,243 equity shares of Rs. 10 each at the premium of Rs. 136.03 on 24th May, 2017 to lenders

   b. Allotment of 39,95,092 Optionally Convertible Debentures (OCDs) of Rs. 1000 each on 24th May, 2017 to lenders

c. Allotment of 1,93,10,061 equity shares of Rs. 10 each at the premium of Rs. 130.50 on 3rd October, 2017 to State Bank of India (SBI);

d. Allotment of 1,06,732 Optionally Convertible Debentures (OCDs) of Rs. 1000 each on 29th September, 2017 to State Bank of India (SBI).

Reserve Bank of India (RBI) vide it's circular reference no. DBR. No. BP.BC. 101/21.04.048/2017-18 dated 12th February, 2018 has notified revised framework for resolution of stressed assets wherein the extant instructions on resolution of stressed assets such as Framework for Revitalising Distresses Assets, Corporate Debt Restructuring Scheme (CDRs), Flexible Structuring of Existing Long Term Project Loans, Strategic Debt Restructuring Scheme (SDR), Change in Ownership outside SDR and Scheme for Sustainable Structuring of Stressed Assets (S4A) stand withdrawn with immediate effect. The circular has mentioned that all accounts, including such accounts where any of the schemes have been invoked but not yet implemented, shall be governed by revised framework. Though the detailed guidelines/ instructions/ clarifications in respect of existing accounts wherein the schemes like CDR, S4A etc already implemented are not made available except with respect to discontinuation of Joint Lenders' Forum.

Note: 45

On account of merger of State Bank of Hyderabad, State Bank of Patiala, State Bank of Bikaner & Jaipur, State Bank of Mysore & State Bank of Travancore into SBI, the shareholding of SBI has increased to 9,29,54,532 equity shares being 29.28% of the paid up capital of the Company. Securities and Exchange Board of India (SEBI) vide it's notifications dated 14th August, 2017 has amended the SEBI Takeover Regulations, 2011 and has provided exemptions to the acquirer from giving open offer to the existing shareholders of the company pursuant to provisions mentioned in that notification even though the shareholding of the acquirer after acquisition of shares more than 25%.

Note: 46 : Trade Creditors include Rs. 0.10 Crores due to Micro, Small and Medium Enterprises (MSME's) as per the information on record.

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

As per our report of even date

For **P.R. Agarwal & Awasthi**
Chartered Accountants

CA Pawan KR. Agarwal
Partner
Membership Number- 34147
Firm Reg No.:117940W

Place : Mumbai
Date : 29th May, 2018

For and on behalf of Board of Directors

Aman Agrawal
Chairman

Prashant Agrawal
Managing Director

A.R. Mundra
Executive Director-Finance

Prachi Deshpande
Director-Secretarial & Corporate Affairs, Company Secretary

Independent Auditor's Report on the Consolidated Ind AS Financial Statements

To,

The Members Bombay Rayon Fashions Limited

Report on the Consolidated Ind AS Financial Statements

Opinion

1. We have audited the accompanying consolidated Ind AS 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 Balance Sheet as at 31 March 2018**,** the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and the Consolidated Statement of changes in equity for the year then ended, and a summary of the significant accounting policies and other explanatory information **(herein after referred to as "Consolidated Ind AS Financial Statements")**

2. In our opinion and to the best of our information and according to the explanation given to us, the aforesaid Ind AS 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 including the Ind AS, of the state of affairs of the Company as at 31 March 2018, and its financial performance including comprehensive income, its cash flows and the change in equity for the year ended on that.

3. **Basis for Opinion**

   We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

4. **Key Audit Matters**

   Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. There matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. Management's Responsibility for the Consolidated Ind AS 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 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind As) specified under Section 133 of the Act, read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act, safeguarding the assets of the Group, preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and 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 consolidated Ind AS financial

statements that give a true and fair view and are free from material misstatement, 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.

6. Auditors Responsibility

Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatements, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Other Matters

(a) Ind AS Financial statements of One subsidiary which reflect total assets of **Rs 105.71** crores as at March 31, 2018, total revenues of **Rs 6.35** crores and net cash outflows amounting to **Rs 0.95** crores for the year then ended, have been audited by us.

(b) We have not audited the Ind AS financial statements/ Ind AS financial information of the subsidiary, whose Ind AS financial statement/ Ind AS financial information reflect the total assets of **Rs.111.84 crores** as at 31st March, 2018, total revenues of **Rs 40.03 crores** and net cash outflows amounting to **Rs 0.05 crores** for the year on that date, as considered in the consolidated Ind AS financial statements. These Ind AS financial statements/ Ind AS financial information are unaudited and have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, with is 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 the report of the other auditors.

(c) In case of four subsidiaries the financial statements as at 31st March, 2018 are not available with the management of the company. (Refer Note 44)

Our opinion on the consolidated Ind AS 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 Ind AS financial statements/ Ind AS financial information audited by the other auditors.

Report on Other Legal and Regulatory Requirements

5. As required by Section143(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 of the aforesaid consolidated Ind AS Financial Statements;

b. In our opinion, proper books of account as required by law have been kept so far as it appears from our examination of those books and report of the other auditors.

c. The Consolidated Balance sheet, the consolidated statement of profit and loss, the consolidated statement of cash flow and the consolidated statement of changes in equity dealt with by this report are in agreement with the books of account.

d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards (Ind As) specified under Section 133 of the Act, read with relevant rule issued thereunder.

e. On the basis of the written representations received from the directors of the Holding Company as on 31 March, 2018 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 31 March 2018 from being appointed as a director in terms of Section164(2) of the Act;

f. We have also audited the internal financial controls over financial reporting (IFCoFR) of the holding as of 31 March 2018 in conjunction with our audit of the consolidated Ind AS financial statements of the Group for the year ended on that date and our report dated 29/05/2018 as per Annexure I expressed.

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) Amendment Rules, 2017, in our opinion and to the best of our information and according to the explanations given to us:

   i. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated position of the Group- Refer note 32 to the Consolidated financial statements;

   ii. The group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the group.

As per our report of even date
For P R Agarwal & Awasthi
Chartered Accountants
Firm Registration No 117940W

CA Pawan KR. Agarwal
Partner
M No-34147

Place: Mumbai
Date: 29/05/2018

Bombay Rayon Fashions Limited

Annexure I

Independent Auditor's report on the Internal Financial Controls with reference to financial statements and its operative effectiveness 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 Ind AS Financial Statements of **Bombay Rayon Fashions Limited** ("the Holding Company") and its Subsidiary companies (the holding company and its subsidiaries together referred to as "the Group"), as of and for the year ended 31 March 2018, we have audited the internal financial controls over financial reporting (IFCoFR) of the holding company and its one subsidiary incorporated in India 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 the 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 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 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 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 Group'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 standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles including the Ind AS. 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 standalone Ind AS financial statements in accordance with generally accepted accounting principles including Ind AS, 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 standalone Ind AS 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 31 March 2018, based on the criteria being specified by management.

For P R Agarwal & Awasthi
Chartered Accountants
Firm Registration No 117940W

CA Pawan KR. Agarwal
Partner
M No-34147

Place: Mumbai
Date: 29/05/2018

Bombay Rayon Fashions Limited

Consolidated Balance Sheet as at 31st March 2018

(Rs. In Crores)

	PARTICULARS	Note	31st March, 2018	31st March, 2017
	ASSETS			
	Non-current assets			
a)	Property, Plant & Equipment	2	**3,152.52**	3,305.13
b)	Capital work-in-progress		**17.81**	11.59
c)	Other Intangible Assets	2	**146.91**	146.99
d)	Financial Assets			
	(i) Investments	3	**23.10**	23.10
	(ii) Loans	4	**159.39**	205.54
	(iii) Other Financial Assets	5	**1.09**	2.10
e)	Other Non-current Assets	6	**25.55**	37.38
			3,526.37	3,731.83
	Current assets			
a)	Inventories	7	**3,731.77**	3,651.24
b)	Financial Assets			
	(i) Investments		**-**	-
	(ii) Trade receivables	8	**1,622.99**	1,419.61
	(iii) Cash and cash equivalents	9	**27.10**	75.62
	(iv) Loans	10	**-**	0.26
c)	Current Tax Assets	11	**201.55**	200.33
d)	Other current assets	12	**229.21**	273.41
			5,812.62	5,620.47
	TOTAL ASSETS		**9,338.99**	9,352.30
	EQUITY AND LIABILITIES			
	Equity			
a)	Share Capital	13	**317.48**	185.99
b)	Other Equity	14	**4,031.86**	2,531.12
			4,349.34	2,717.11
	LIABILITIES			
1)	**Non-current liabilities**			
	Minority Interest		**1.49**	1.49
a)	Financial Liablities			
	(i) Borrowings	15	**1,233.25**	1,665.34
b)	Provsions	16	**17.63**	14.59
c)	Deferred Tax Liability	31	**62.18**	139.15
			1,314.55	1,820.57
2)	**Current liabilities**			
a)	Financial Liabilities			
	(i) Borrowings	17	**2,626.71**	3,635.93
	(ii) Trade payables	18	**688.65**	590.16
	(iii)Other Financial Liabilities	19	**249.03**	481.05
b)	Other Current Liabilities	20	**84.66**	83.59
c)	Provisions	21	**12.17**	9.84
d)	Current Tax Liabilities	22	**13.88**	14.06
			3,675.10	4,814.62
	TOTAL EQUITY AND LIABILITIES		**9,338.99**	9,352.30
Notes are integral part of the balance sheet & profit & loss account		1		

As per our report of even date
For **P.R. Agarwal & Awasthi**
Chartered Accountants
CA Pawan KR. Agarwal
Partner
Membership Number- 34147
Firm Reg No.:117940W
Place : Mumbai
Date : 29th May, 2018

For and on behalf of Board of Directors

Aman Agrawal
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 31/03/2018

(Rs. In Crores)

	PARTICULARS	Note	31st March, 2018	31st March, 2017
INCOME :				
	Revenue from Operations	23	**3,099.25**	3,894.86
	Other income	24	**21.89**	22.23
	Total Revenue		**3,121.14**	3,917.09
EXPENDITURE :				
	Cost of Material Consumed	25	**2,169.87**	2,754.47
	Changes in inventories of finished goods, work-in-progress and	26	**(44.74)**	(278.81)
	Employee benefits expenses	27	**300.32**	273.71
	Finance costs	28	**423.02**	672.55
	Depreciation and amortization expenses	29	**159.88**	166.55
	Other expenses	30	**475.50**	545.80
	Total Expenditures		**3,483.85**	4,134.27
	Profit/(Loss) before extraordinary items and tax		**(362.71)**	(217.17)
	Extraordinary Items :			
	Prior year adjustments		**0.29**	(0.07)
	Deferred Tax		**-**	(7.57)
	Profit/(Loss) before tax		**(362.42)**	**(224.82)**
	Tax expenses :			
	Current Tax		**(0.63)**	(0.74)
	Deferred tax		**76.97**	64.29
	Short/(Excess) Provision of Tax		**0.00**	(2.76)
	Mat Credit Entitlement		**0.45**	1.75
	Profit (Loss) after tax before Minority Interest		**(285.63)**	**(162.28)**
	Minority Interest		**-**	-
	Profit (Loss) for the year		**(285.63)**	**(162.28)**
	Other Comprehensive Income		**-**	-
	Total Other Comprehensive Income		**-**	-
	Total Comprehensive Income for the year		**(285.63)**	**(162.28)**
	Earnings per equity share of Rs. 10 each			
	Basic & Diluted (in Rs.)		**(9.80)**	(9.33)
	Weighted average equity shares used in computing earning pre			
	equity shares			
	Basic and Diluted		**291474152**	174238136
Notes are integral part of the balance sheet & profit & loss account				

As per our report of even date
For **P.R. Agarwal & Awasthi**
Chartered Accountants
CA Pawan KR. Agarwal
Partner
Membership Number- 34147
Firm Reg No.:117940W
Place : Mumbai
Date : 29th May, 2018

For and on behalf of Board of Directors

Aman Agrawal
Chairman
A.R. Mundra
Executive Director-Finance

Prashant Agrawal
Managing Director
Prachi Deshpande
Director-Secretarial & Corporate Affairs, Company Secretary

Bombay Rayon Fashions Limited

Consolidated Cash Flow Statement for the year ended 31st March 2018

(Rs. In Crores)

	PARTICULARS	31st March, 2018	31st March, 2017
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit / (Loss) before Tax and after Extraordinary items	**(362.42)**	**(224.82)**
	Adjustment For :		
	Depreciation	**159.88**	166.55
	Minority Interest	**-**	-
	Extraordinary Items	**(0.29)**	7.64
	Interest & Finance charges	**423.02**	672.55
	Interest & Dividend received	**(7.56)**	(8.46)
	Profit (-) / Loss (+) on sale of Investments	**-**	(0.02)
	Profit (-) / Loss (+) on sale of Assets	**(3.01)**	(4.73)
	Operative Profit before Working Capital Changes	**209.62**	608.72
	Adjustment For :		
	Trade and Other Receivables	**(99.95)**	(99.94)
	Inventories	**(80.53)**	(525.11)
	Trade & Other payable	**(127.09)**	(258.87)
	Cash Generation from Operations	**(97.94)**	**(275.20)**
	Prior Period Item	**-**	(0.07)
	Direct Taxes	**(1.21)**	(2.91)
	Net Cash Flow from operating activities	**(99.15)**	**(278.18)**
		-	-
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Fixed Assets(Net)	**(10.46)**	(14.77)
	Sale of Investment (Net)	**-**	0.08
	Increase in Foreign Exchange Fluctation Reserve	**-**	0.17
	Interest & Dividend Received	**7.56**	8.46
	Net Cash used in investing activities	**(2.90)**	**(6.07)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Increase/ Decrease in Borrowings	**(1,309.82)**	832.97
	Interest on Term Loans & Others	**(423.02)**	(576.98)
	Decrease in Minority Interest	**-**	-
	Net Cash used in financing activities	**(1,732.84)**	255.99
D.	Net Change In Cash And Cash Equilants (A+B+C)	**(1,834.89)**	(28.26)
	Cash and Cash Equivalents (Opening)	**75.62**	**103.88**
	Cash and Cash Equivalents (Closing)	**27.10**	**75.62**
Notes :	1. Figures in brackets represent cash outflows.		
	2. Previous year figures have been regrouped wherever necessary.		

As per our report of even date

For **P.R. Agarwal & Awasthi**
Chartered Accountants

CA Pawan KR. Agarwal
Partner
Membership Number- 34147
Firm Reg No.:117940W

Place : Mumbai
Date : 29th May, 2018

For and on behalf of Board of Directors

Aman Agrawal
Chairman

Prashant Agrawal
Managing Director

A.R. Mundra
Executive Director-Finance

Prachi Deshpande
Director-Secretarial & Corporate Affairs, Company Secretary

Note to Consolidated Financial Statement for the year ended 31/03/2018

Statement of Changes in Equity –

A. Equity share capital

	Numbers	INR in Crores
Balance as at 1 April 2016	13,46,00,000	134.60
Changes in equity share capital during 2016-17	5,13,94,193	51
Balance as at 31 March 2017	**18,59,94,193**	**185.99**
Balance as at 1 April 2017	18,59,94,193	185.99
Changes in equity share capital during 2017-18	13,14,82,286	131.49
Balance as at 31 March 2018	**31,74,76,479**	**317.48**

B. Other equity

(Rs. In Crores)

	Reserves and surplus					Foreign Exchange Fluctuation Reserve*	Money recd against Share Warrants	Total other Equity
	Securities premium	Retained earnings	Capital Reserve	Captial Reserve of Consolidation	General Reserve			
Balance as at 1 April 2016	1,955.55	-101.11	0.40	27.87	37.00	-75.48	49.31	1,893.53
Employee share-based compensation	-	-	-	-	-	-	-	-
Tranfers	-	-	-	-	-	0.17	-	0.17
Profit for the year	-	-162.28	-	-	-	-	-	-162.28
Prior Period Items		49.43						49.43
Other comprehensive income	-	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-112.85	-	-	-	0.17	-	-112.68
Balance as at 31 March 2017	**1,955.55**	**-213.96**	**0.40**	**27.87**	**37.00**	**-75.31**	**49.31**	**1,668.18**
Balance as at 1 April 2017	**1,955.55**	**-213.96**	**0.40**	**27.87**	**37.00**	**-75.31**	**49.31**	1,780.86
Dividends	1,787.54	-	-	-	-	-	-	1,787.54
Transfer during the year	-	-	-	-	-	-		-
Issue of share capital	-	-	-	-	-	-	-	-
(Loss) for the year	-	-285.63	-	-	-	-	-	-285.63
Other comprehensive income		-	-	-	-	-	-	-
Total comprehensive income for the year	-	-285.63	-	-	-	-	-	-285.63
Balance as at 31 March 2018	**3,743.09**	**-499.59**	**0.40**	**27.87**	**37.00**	**-75.31**	**49.31**	**3,282.76**

As per our report of even date
For **P.R. Agarwal & Awasthi**
Chartered Accountants
CA Pawan KR. Agarwal
Partner
Membership Number- 34147
Firm Reg No.:117940W
Place : Mumbai
Date : 29th May, 2018

For and on behalf of Board of Directors

Aman Agrawal
Chairman

Prashant Agrawal
Managing Director

A.R. Mundra
Executive Director-Finance

Prachi Deshpande
Director-Secretarial & Corporate Affairs, Company Secretary

Bombay Rayon Fashions Limited

Note to Consolidated Financial Statement for the year ended 31/03/2018

Note - 1

SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31.03.2018

(A) PRINCIPLES OF CONSOLIDATION

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

Basis of preparation of financial statements

These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Basis of consolidation

Bombay Rayon Fashions Limited consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the company, are excluded.

Use of estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgements and the use of assumptions in these financial statements. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

(B) 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 dispatch of goods to customers. Gross Sales are inclusive of incentives/benefits, and net of sales returns.

c) Revenue from Job work is recognized when services are rendered.

d) Interest income is recognized on accrual basis.

e) Rental income is recognized on accrual basis.

b. Property, plant and equipment:

Fixed assets are stated at cost of acquisition less accumulated depreciation if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready to use, as intended by management. The company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives are as follows:

Lease hold Land	99 years
Site Development	99 years
Building-Residential (RCC)	60 years
Building-Residential (Non-RCC)	30 years
Factory Building	30 years
Office Premises	60 years
Plant & machinery	25 years
Vehicles	8 years
Computer	03 years
Furniture	10 years
Office Equipment	05 years

Depreciation methods, useful lives and residual value are reviewed periodically, including at each financial year end.

"Based on technical evaluation, the management believes that the useful lives as given above best represent the period over which management expects to use the assets. Hence the useful lives for these assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013".

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work – in - progress' .Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably .Repairs and maintenance costs are recognized in net profit in the Statement of Profit and Loss when incurred .The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

c. Intangible assets:

Intangible assets are stated at cost less accumulated amortization and impairment .Intangible assets are amortized over the irrespective individual estimated useful lives on a straight – line basis, from the date that they are available for use .The estimated useful life of an identifiable intangible, asset is based on a number of factors including the effects of obsolescence, demand ,competition, and other economic factors (such as the stability of the industry ,and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

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:

A. Financial instruments

i. Financial assets

1. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction cost that are directly attributable to the acquisition or issue of financial assets and financial liabilities which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognized using trade date accounting.

2. Subsequent measurement

a. Financial assets carried at amortised costs: (AC)

Financial assets are subsequently measured at amortised costs if it is held within a business model and whose objective is to hold the asset in order to collect the contractual cash flows and contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal interest on the principal amount outstanding.

b. Financial assets at fair value through other comprehensive income: (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal interest on the principal amount outstanding.

c. **Financial assets at fair value through profit and loss (FVTPL)**

Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss.

3. **Equity instruments**

All equity investments are measured at fair value, with value changes recognised in the statement of profit and loss, except for those equity investments for which the company has elected to present the value changes in 'other comprehensive income'.

Foreign Currency:

The functional currency of the company is the Indian Rupee. The financial statements are presented in Indian Rupees (Rounded off to crore, one crore equals ten millions).

Transactions and translations

Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-

monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cashflow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

g. 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 being accounted for on the basis of actual payment, if any on resignation/retirement of the employees.

h. 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 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.

i. 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.

j. 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.

k. 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.

I. 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.

Note to Consolidated Financial Statement for the year ended 31/03/2018

Note - 2 : Property, Plant and Equipment

Details of the property, plant and equipment & Ingantiable Assets their carrying amounts are as follows:

(Rs. In Crores)

	Free Hold Land	Lease Hold Land	Site Development	Factory Building	Non Factory Building	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Computer	TOTAL	Computer Software	Goodwill & Brands /trademarks	others	TOTAL
Gross carrying amount															
Balance as at 1 April 2017	8.71	123.57	2.98	716.00	94.95	3,983.05	55.81	19.05	21.95	17.32	**5,043.40**	20.02	201.90	1.36	223.28
Additions	0.72	0.09	-	0.61	-	3.35	1.48	2.24	0.37	0.15	**9.01**	0.26	-	-	0.26
Disposals	0.72	-	-	0.29	0.47	1.02	0.18	2.39	-	0.06	**5.13**	-	-	-	-
Net exchange differences/adjustment	-	-	-	-	-	-	-	-	-	-	**-**	-	-	-	-
Balance as at 31 March 2018	**8.71**	**123.66**	**2.98**	**716.32**	**94.48**	**3,985.39**	**57.11**	**18.90**	**22.32**	**17.41**	**5,047.28**	**20.28**	**201.90**	**1.36**	**223.54**
Depreciation and impairment															
Balance as at 1 April 2017	-	1.25	0.30	176.19	12.92	1,459.83	46.89	11.27	14.34	15.30	**1,738.29**	11.56	64.12	0.60	76.28
Disposal	-	-	-	0.12	0.13	0.64	-	1.94	0.14	0.06	**3.03**	-	-	-	-
Depreciation	-	0.10	0.03	23.82	1.50	128.50	3.47	1.55	0.36	0.16	**159.51**	0.34	-	-	0.34
Balance as at 31 March 2018	**-**	**1.35**	**0.33**	**199.89**	**14.29**	**1,587.70**	**50.36**	**10.88**	**14.56**	**15.41**	**1,894.77**	**11.91**	**64.12**	**0.60**	**76.63**
Carrying amount as at 31 March 2018	**8.71**	**122.31**	**2.65**	**516.43**	**80.19**	**2,397.69**	**6.75**	**8.02**	**7.76**	**2.01**	**3,152.52**	**8.37**	**137.78**	**0.76**	**146.91**
Gross carrying amount															
Balance as at 1 April 2016	8.71	123.15	2.98	716.46	94.62	3,979.15	53.49	21.96	21.37	17.17	**5,039.06**	9.97	211.53	1.37	222.87
Additions	-	0.42	-	2.48	0.33	9.39	2.32	0.21	0.72	0.15	**16.03**	0.42	-	-	0.42
Disposals	-	-	-	2.94	-	5.49	-	3.12	0.14	0.00	**11.69**	-	-	-	-
Net exchange differences/adjustment	-	-	-	-	-	-	-	-	-	-	**-**	(9.63)	9.63	0.01	0.01
Balance as at 31 March 2017	**8.71**	**123.57**	**2.98**	**716.00**	**94.95**	**3,983.05**	**55.81**	**19.05**	**21.95**	**17.32**	**5,043.40**	**20.02**	**201.90**	**1.36**	**223.28**
Depreciation and impairment															
Balance as at 1 April 2016	-	1.15	0.26	153.27	11.43	1,335.74	31.62	11.77	19.81	16.02	**1,581.07**	7.36	64.12	0.60	72.08
Disposal	-	-	-	0.86	-	4.09	-	2.59	0.13	0.00	**7.67**	-	-	-	-
Depreciation	-	0.10	0.03	23.79	1.49	128.18	8.81	1.97	0.23	0.29	**164.89**	4.20	-	-	4.20
Balance as at 31 March 2017	**-**	**1.25**	**0.30**	**176.20**	**12.92**	**1,459.83**	**40.43**	**11.15**	**19.91**	**16.31**	**1,738.29**	**11.56**	**64.12**	**0.60**	**76.28**
Carrying amount as at 31 March 2017	**8.71**	**122.32**	**2.69**	**539.80**	**82.04**	**2,523.22**	**15.38**	**7.90**	**2.04**	**1.01**	**3,305.11**	**8.46**	**137.78**	**0.76**	**147.00**

Bombay Rayon Fashions Limited

Note to Consolidated Financial Statement for the year ended 31/03/2018

Note - 3 : Non-current investments

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Investment in Equity instruments :		
In Other related parties		
Unquoted : (Fully paid up) 3800000 Shares of Rs. 10/- each of Islampur Integrated Textiles Park Pvt. Limited	**3.80**	3.80
Unquoted : (Fully paid up) 3620000 Shares of Rs. 10/- each of Latur Integrated Textiles Park Pvt. Limited	**3.62**	3.62
Unquoted : (Fully paid up) 10000 Shares of Rs. 10/- each of Scotts Fashionciti India Limited	**0.01**	0.01
Unquoted : (Fully paid up) 2000000 Shares of Rs. 10/- each of Scotts Garments Limited	**14.00**	14.00
Unquoted : (Fully paid up) 180 Shares of Rs. 100/- each of Arihant Organics Pvt. Limited	**1.62**	1.62
In others		
Unquoted : (Fully paid up) 5001 Shares of Rs. 100/- each of Raja Ram	**0.05**	0.05
Raja Ram Bapu Sahakari Bank Ltd		
Total	**23.10**	**23.10**
Aggregate Value of Quoted Investment	**-**	**-**
Market Value of Quoted Investment	**-**	-
Aggregate Value of Unquoted Investment	**23.10**	**23.10**

Note - 4 : Loans

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Capital Advances		
Unsecured, considered good	**6.80**	0.05
Others	**20.12**	-
	26.92	**0.05**
Security Deposits		
Unsecured, considered good		
Others	**3.48**	53.32
	3.48	53.32
Other loans and advances		
Intercorporate Deposits	**128.99**	152.18
Doubtful	**-**	24.51
Less: Provision for Doubtful advances	**-**	24.51
	128.99	**152.18**
Total	**159.39**	**205.54**

Note to Consolidated Financial Statement for the year ended 31/03/2018

Note - 5 : Other Financial Assets

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Bank Deposit having maturity over 12 Months	**1.09**	2.10
Total	**1.09**	**2.10**
Balance with banks to the extent held as margin money	**1.09**	2.10

Note - 6 : Other Non-Current Assets

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Others Advances	**25.55**	37.38
Total	**25.55**	**37.38**

Note - 7 : Inventories

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
(As certified by Management)		
Raw Materials (Valued at cost)	**1,258.26**	1,238.81
Work-in-progress (Valued at cost)	**1,120.56**	1,124.49
Finished goods (Valued at lower of cost or net realisable value)	**1,168.53**	1,119.67
Stores and Spares (Valued at cost)	**184.01**	167.64
Wastage(Valued at Net Realisable Value)	**0.26**	0.45
Packing Material (Valued at cost)	**0.13**	0.16
Oil & Lubricant (Valued at cost)	**0.02**	0.03
Total	**3,731.77**	**3,651.24**

Note - 8 : Trade Receivables

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Unsecured, Considered Good		
Dues from Private Companies in which Directors are interested	**8.03**	2.17
Others	**1,614.96**	1,417.44
Total	**1,622.99**	**1,419.61**

Note - 9 : Cash and cash equivalents

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Balances with banks		
Balance with Banks	**18.89**	63.78
Bank deposits with more than 12 months maturity	**0.27**	-
Bank Deposit	**4.14**	6.45
Money in Transit	**3.79**	3.79
Total	**27.10**	**75.62**

Note to Consolidated Financial Statement for the year ended 31/03/2018

Note - 10 : Loans

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Loans to Other Parties:		
Advances receivable in cash or kind	-	0.26
Total	-	**0.26**

Note - 11 : Current Tax Assets

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Mat Credit Entitlement	**165.81**	165.43
Income Tax (Net)	**35.74**	34.90
Total	**201.55**	**200.33**

Note - 12 : Other current assets

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Advances other than Capital Advances		
Balance with Government authorities:		
-Other than Income Tax	**127.85**	159.09
Advances other than Capital Advances	**32.69**	45.86
Other Receivables		
Others	**68.67**	68.45
Total	**229.21**	**273.41**

Note : 13 Share Capital

A

Authorised Share Capital	Equity Share		Preference Shares	
	Number	Amount (Cr.)	Number	Amount
Beginning of the year at 1 April 2016	20,00,00,000	200.00	-	-
Increase/(decrease) during the year	-	-	-	-
Total shares authorised as at 31 March 2017	**20,00,00,000**	**200.00**	-	-
Total shares authorised as at 1 April 2017	**20,00,00,000**	**200.00**	-	-
Increase/(decrease) during the year	16,50,00,000	165.00	-	-
Total authorised share capital as at 31 March 2018	**36,50,00,000**	**365.00**	-	-
Terms/rights attached to equity shares				
The company has only one class of equity shares having par value of INR 10 per share.				

Note to Consolidated Financial Statement for the year ended 31/03/2018

B

Issued, Subscribed & fully Paid Up	Equity Share		Preference Shares	
	Number	Amount (Cr.)	Number	Amount
Balance as at 1 April 2016	13,46,00,000	134.60	-	-
Changes during the period	5,13,94,193	51.39	-	-
Balance as at 31 March 2017	18,59,94,193	185.99	-	-
Balance as at 1 April 2017	18,59,94,193	185.99	-	-
Changes during the period	13,14,82,286	131.49	-	-
Shares issued and fully paid as at 31 March 2018	**31,74,76,479**	**317.48**	**-**	**-**

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

Name of the shareholder	31st March, 2018		31st March, 2017	
	No. of Shares	% of Holding	No. of Shares	% of Holding
State Bank of India	**9,29,54,532**	**29.28%**	2,31,96,889	12.47%
Axis Bank	**2,55,26,247**	**8.04%**	1,15,86,959	6.23%
Reynold Shirting Ltd	**1,32,15,714**	**4.16%**	1,32,15,714	7.11%
AAA United B.V.	**5,04,64,386**	**15.90%**	5,10,00,400	27.42%
Ashwell Holding Company	**2,84,20,000**	**8.96%**	2,84,20,000	15.28%

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	-
Fully paid up pursuant to scheme of CDR / S4A *[Refer note no.35]	13,14,82,286
Fully paid up by way of bonus shares	NIL
Shares bought back	NIL

Bombay Rayon Fashions Limited

Note to Consolidated Financial Statement for the year ended 31/03/2018

Note 14 - Other Equity

(Rs. In Crores)

PARTICULARS	As at 31 March 2018	As at 31 March 2017
Capital Reserve		
Opening Balance	**0.40**	0.40
(+)/(-) Transfer	**-**	-
Closing Balance	**0.40**	0.40
Securities Premium Account		
Opening Balance	**2,755.24**	1,955.55
(+)/(-) Transfer	**1,787.54**	799.69
(-) Share Issue Expenses	**1.17**	-
Closing Balance	**4,541.61**	2,755.24
Retained Earnings		
Opening balance	**(263.39)**	(101.11)
(+) Net Profit / (Net Loss) for the current year	**(285.63)**	(162.28)
(+) Prior Period Item	**-**	-
Closing Balance	**(549.02)**	(263.39)
General Reserves		
Opening Balance	**37.00**	37.00
(+)/(-) Transfer	**-**	-
Closing Balance	**37.00**	37.00
Capital Reserve on consolidation		
Opening Balance	**27.87**	27.87
(+)/(-) Transfer	**-**	-
Closing Balance	**27.87**	27.87
Foreign Exchange Fluctuation Reserve		
Opening Balance	**(75.31)**	(75.48)
(+)/(-) Transfer	**-**	0.17
Closing Balance	**(75.31)**	(75.31)
Money Recd against Share Warrants		
Opening Balance	**49.31**	49.31
(+)/(-) Transfer	**-**	-
Closing Balance	**49.31**	49.31
Total	**4,031.86**	**2,531.12**

'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 to Consolidated Financial Statement for the year ended 31/03/2018

Note - 15 : Borrowings

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Secured Loans		
a) Optionally Convertible Debentures (Secured)	**410.18**	-
41,01,824 Debentures of Rs. 1000/- each		
Debentures 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' Brand.		
a) Term Loans from Banks	**684.77**	1,507.23
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' Brand.		
Repayement of Loan and Interest on term loan from Bank & FI due and unpaid as on 31.03.2018 of Rs 48.19 (Rs 101.22 Crores)		
b) Vehicle Loans		
From Banks	**2.34**	2.63
From Others	**0.28**	0.80
The vehicle loans from the banks and others are secured by hypothecation of specified vehicles against which the finance is		
Unsecured Loans		
a) From Related Parties :		
ii)From Promoters	**96.66**	96.66
	-	-
b) From Others	**39.02**	58.02
Total	**1,233.25**	**1,665.34**

Note - 16 : Provisions

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
For Employee Benefits:		
Gratuity	**16.83**	13.76
Leave Encashment	**0.80**	0.83
Total	**17.63**	**14.59**

Bombay Rayon Fashions Limited

Note to Consolidated Financial Statement for the year ended 31/03/2018

Note - 17 : Borrowings

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
From Banks		
Secured Loans		
Working Capital Loans from Banks	**2,620.42**	3,628.59
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 Loans		
Working capital loans from bank	**6.29**	7.34
Total	**2,626.71**	**3,635.93**

Note - 18 : Trade payables

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Unsecured :		
Trade payables	**688.65**	590.16
Total	**688.65**	**590.16**

Note - 19 : Other Financial Liabilities

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Outstanding expenses	**35.00**	48.55
Current maturities of Long Term Debts [refer note 15]	**189.89**	276.59
Unclaimed Dividend	**-**	0.04
Interest Accrued	**21.43**	155.88
Others	**2.71**	-
	249.03	**481.05**

Note - 20 : Other Current Liabilities

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Customer deposits & Advances	**0.04**	0.04
Accrued salaries and benefits	**0.49**	2.91
Statutory dues	**80.75**	80.64
Others	**3.39**	-
Total	**84.66**	**83.59**

Note to Consolidated Financial Statement for the year ended 31/03/2018

Note - 21 : Provisions

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Provision for employee benefits :		
Short term provision for employees benefits	**12.17**	9.84
Total	**12.17**	**9.84**

Note - 22 : Current Tax Liabilities

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Income Tax (Net)	**13.88**	14.06
Total	**13.88**	**14.06**

Note - 23 : Revenue from operations

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Revenue from operations		
Sale of product :		
Textile goods	**3,039.34**	3,825.33
Other goods	**3.74**	8.87
Sale of service :		
Jobwork receipt	**49.82**	55.14
Rental Income	**6.35**	5.52
Total	**3,099.25**	**3,894.86**

Note - 24 : Other income

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Interest Income	**7.55**	8.45
Dividend Income	**0.01**	0.00
Profit on sale of Investments	**-**	0.02
Profit on sale of assets	**3.41**	5.11
Exchange fluctuation gain	**4.45**	2.75
Insurance Claim Received	**0.01**	0.00
Miscellanous income	**6.46**	5.89
Total	**21.89**	**22.23**

Note - 25 : Cost of Materials consumed

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Inventory at the beginning of the year	**1,238.81**	987.28
Add : Purchase	**2,189.32**	3,006.00
	3,428.13	3,993.28
Less : Inventory at the end of the year	**1,258.26**	1,238.81
	2,169.87	**2,754.47**

Bombay Rayon Fashions Limited

Note to Consolidated Financial Statement for the year ended 31/03/2018

Note - 26 : Increase (-) / decrease (+) in inventories

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Inventory at the end of the year		
Finished Goods	**1,168.53**	1,119.67
Work-in-progress	**1,120.56**	1,124.49
Wastage	**0.26**	0.45
	2,289.35	**2,244.61**
Inventory at the beginning of the year		
Finished Goods	**1,119.67**	976.22
Work-in-progress	**1,124.49**	989.45
Wastage	**0.45**	0.13
	2,244.61	**1,965.80**
Increase (-) / decrease (+) in inventories	**-44.74**	**-278.81**

Note - 27 : Employee benefit expenses

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Salaries & wages	**259.39**	240.06
Contributions to provident and other fund	**22.40**	19.51
Gratuity & Bonus	**16.54**	1.27
Staff welfare expenses	**1.99**	12.87
Total	**300.32**	**273.71**

Note - 28 : Finance costs

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Interest expense	**417.96**	665.04
Bank Charges	**5.06**	7.50
Total	**423.02**	**672.55**

Note - 29 : Depreciation & Amortization Expenses

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Depreciation on Tangible Assets	**159.54**	164.89
Depreciation on Intangible Assets	**0.34**	1.66
Total	**159.88**	**166.55**

Note to Consolidated Financial Statement for the year ended 31/03/2018

Note - 30 : Other expenses

(Rs. In Crores)

PARTICULARS	31st March, 2018	31st March, 2017
Stores & spares consumption	**92.19**	168.12
Packing material and expenses	**15.20**	15.35
Power and fuel	**124.05**	80.75
Fiber Processing & Handling Expenses	**0.47**	0.60
Water charges	**13.40**	14.82
Job Charges for		
Yarn	**24.99**	31.94
Process	**2.07**	2.29
Weaving	**22.06**	23.92
Design & development & Others	**22.32**	58.93
Rent	**26.03**	13.30
Rates and taxes	**2.36**	6.75
Insurance	**3.89**	4.03
Repair and maintenance		
Plant and machinery	**5.26**	5.99
Building	**0.70**	1.71
Vehicles	**0.57**	0.42
Others	**2.52**	2.97
Advertising and business promotion	**7.47**	5.17
Books & Periodicals	**0.13**	0.20
Commission on sale	**5.21**	4.74
Traveling and conveyance	**12.22**	11.50
Transportation	**29.22**	37.06
Communication Expenses	**3.15**	3.89
Printing and stationary	**1.78**	2.13
Legal and professional fees	**20.73**	13.51
Director's Remuneration	**5.71**	5.82
Director's sitting fees	**0.09**	0.09
Auditor's remuneration	**0.47**	1.17
Environmental Control Expenses	**0.52**	0.55
Security Service Charges	**5.57**	5.66
Frieght & Forwarding	**0.00**	0.01
Loss on sale of fixed assets	**0.40**	0.38
Miscellaneous expenses	**24.75**	22.01
Total	**475.50**	**545.80**
Payments to Auditor		
For Audit Fee	**0.43**	0.62
For Tax Audit Fee	**0.03**	0.52
For Certification & Others	**0.01**	0.03
Total	**0.47**	**1.17**

Note to Consolidated Financial Statement for the year ended 31/03/2018

Note 31: Deferred Tax

PARTICULARS	31st March, 2018	31st March, 2017
Net Deferred Tax (Liability) (Closing)	**62.18**	139.15
Less : Net Deferred Tax (Liability) (Opening)	**139.15**	195.86
Total	**76.97**	**56.71**

Note 32: Contingent Liabilities Not Provided For

(Rs. In Crores)

Sr. No.	PARTICULARS	As at 31.03.2018	As at 31.03.2017
(i)	Bills Discounted with Banks under Letter of credits or otherwise.	**79.07**	15.87
(ii)	Bank Guarantee	**4.61**	4.61
(iii)	Claims against the company towards energy charges on Captive Generation.	**4.90**	4.90
(iv)	Liability towards M/s Maharashtra State Cotton Grower Mktg. Federation on account of pending dispute under court of law.	**0.74**	0.74
(v)	Disputed Sales Tax/ Entry Tax Demands	**0.63**	0.63
(vi)	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
(vii)	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
(viii)	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
(ix)	Claim of Gujarat State Co-operative Cotton Federation Limited (GUJCOT) for cotton supplies, interest, carrying charges etc. disputed and not acknowledged by the Company. The case is pending before the court of board of nominees, Nominees of Registrar, Ahmedabad.	**42.25**	42.25
(x)	Employees Provident Fund	**5.25**	6.27
(xi)	Employees State Insurance Contribution	**2.34**	2.70
(xii)	Disputed demand outstanding related to Income Tax (The appeals/rectification are pending with income tax authorities)	**68.59**	62.49

The matters are pending for adjudication before the respective courts/authorities and the management's view to get the matters in the favour of the company. In view of the representations made by the management these contingent liabilities would not affect the going concern of the company.

The Employees State insurance Corporation (ESIC) authorities have erroneously raised a demand of ESI contribution of Rs. 206.38 Crores u/s 45A of the ESI Act, the same was stayed for recovery by the Employees Insurance court, Mumbai vide its order dated 28.09.2017.

Note to Consolidated Financial Statement for the year ended 31/03/2018

Note – 33:

In respect of Bombay Rayon Holdings Limited (Subsidiary of the company) for the financial years from 2008-09 to 2012-13, the respective assessing officer (AO) had passed draft assessment orders pursuant to the transfer pricing. The subsidiary company has preferred appeals before the Honorable DRP (Dispute Resolution Panel), Mumbai and the same are yet to reach its finality. The demand as per draft orders cannot be said to have been crystallized till the appeals are disposed off by the Honorable DRP, Mumbai.

Note 34 – Capital commitments

(Rs. In Crores)

PARTICULARS	As on 31.03.2018	As on 31.03.2017
Estimated amount of Capital Contracts remaining to be executed (net of advances)	**NIL**	NIL

Note 35 :

a. During the year, 48,26,982 equity shares Rs. 10/- each at a premium of Rs. 155.88 amounting to Rs. 80.06 crores were allotted to Standard Chartered Bank, Bank of India and JM Financial Asset Reconstruction Company Private Limited on conversion of Funded Interest Term Loan (FITL) and Working Capital Term Loans (WCTL) pursuant to approvals received from the shareholders at their Extra-Ordinary General Meetings (EGMs) held on 9th May, 2016 & 20th May, 2017.

b. The Company has entered into a Framework Agreement with the CDR Lenders on 24th May, 2017 for their approval on implementation of scheme of Sustainable Structure of Stressed Assets (S4A) in terms of RBI Circular dated 13th June, 2016. According to which unsustainable loans of Rs. 2249.74 crores was converted into Equity Shares and Optionally Convertible Debentures (OCD). Accordingly following allotments were made:

a. Allotment of 10,73,45,243 equity shares of Rs. 10 each at the premium of Rs. 136.03 on 24th May, 2017 to lenders

b. Allotment of 39,95,092 Optionally Convertible Debentures (OCDs) of Rs. 1000 each on 24th May, 2017 to lenders

c. Allotment of 1,93,10,061 equity shares of Rs. 10 each at the premium of Rs. 130.50 on 3rd October, 2017 to State Bank of India (SBI);

d. Allotment of 1,06,732 Optionally Convertible Debentures (OCDs) of Rs. 1000 each on 29th September, 2017 to State Bank of India (SBI).

Reserve Bank of India (RBI) vide it's circular reference no. DBR. No. BP.BC. 101/21.04.048/2017-18 dated 12th February, 2018 has notified revised framework for resolution of stressed assets wherein the extant instructions on resolution of stressed assets such as Framework for Revitalising Distresses Assets, Corporate Debt Restructuring Scheme (CDRs), Flexible Structuring of Existing Long Term Project Loans, Strategic Debt Restructuring Scheme (SDR), Change in Ownership outside SDR and Scheme for Sustainable Structuring of Stressed Assets (S4A) stand withdrawn with immediate effect. The circular has mentioned that all accounts, including such accounts where any of the schemes have been invoked but not yet implemented, shall be governed by revised framework. Though the detailed guidelines/ instructions/ clarifications in respect of existing accounts wherein the schemes like CDR, S4A etc already implemented are not made available except with respect to discontinuation of Joint Lenders' Forum.

Note to Consolidated Financial Statement for the year ended 31/03/2018

Note 36 :

On account of merger of State Bank of Hyderabad, State Bank of Patiala, State Bank of Bikaner & Jaipur, State Bank of Mysore & State Bank of Travancore into SBI, the shareholding of SBI has increased to 9,29,54,532 equity shares being 29.28% of the paid up capital of the Company. Securities and Exchange Board of India (SEBI) vide it's notifications dated 14th August, 2017 has amended the SEBI Takeover Regulations, 2011 and has provided exemptions to the acquirer from giving open offer to the existing shareholders of the company pursuant to provisions mentioned in that notification even though the shareholding of the acquirer after acquisition of shares more than 25%.

Note 37 : As per Accounting Standard 15 "Employee benefits as defined in the Accounting Standard are given below

Defined Gratuity Plan:

Sr. No.	PARTICULARS	As on 31.03.2018	As on 31.03.2017
1	**Assumption**		
	Discount Rate	**7.87%**	7.66%
	Salary Escalation	**5.00%**	5.00%
2	**Present value of Obligation**		
	Present value of obligations as at beginning of year	**15.82**	13.15
	Interest cost	**1.21**	1.05
	Current Service Cost	**3.96**	3.73
	Liability Transferred In		-
	Past service cost	**-**	-
	Benefits Paid	**-3.27**	-2.01
	Actuarial (gain)/ loss on obligations	**-0.39**	-0.1
	Present value of obligations as at end of year	**17.58**	15.83
3	**Fair value of plan assets**		
	Fair value of plan assets at beginning of year	**1.69**	1.72
	Expected return on plan assets	**0.13**	0.15
	Contributions	**0.02**	0.04
	Assets Transferred In	**-**	-
	Benefits Paid	**-1.26**	-0.19
	Actuarial (gain)/ loss on obligations	**-0.03**	0.01
	Fair value of plan assets at the end of year	**0.56**	1.70
	Funded Status	**2.28**	1.98
4	**Actuarial Gain/Loss recognized**		
	Actuarial (gain)/ loss on obligations	**-0.39**	-0.35
	Actuarial (gain)/ loss for the year - plan assets		-
	Actuarial (gain)/ loss on obligations	**-0.39**	-0.09
	Actuarial (gain)/ loss recognized in the year	**-0.39**	-0.09
5	**The amounts to be recognized in the balance sheet**		
	Present value of obligations as at the end of year	**-12.10**	-8.87
	Fair value of plan assets as at the end of the year	**0.56**	-1.50
	Funded status	**-12.46**	-10.37

Note to Consolidated Financial Statement for the year ended 31/03/2018

6	**Expenses Recognized in statement of Profit and loss**		
	Current Service cost	**3.96**	3.73
	Past service Cost		-
	Interest Cost	**1.20**	1.04
	Expected return on plan assets	**-0.13**	-0.15
	Net Actuarial (gain)/ loss recognized in the year	**-0.08**	-0.08
	Expenses to be recognized in statement of Profit and loss	**4.92**	4.56

Note – 38: Related Party Disclosure

Name of the Related Party		
(A)	**Related parties where common control exists**	
	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. *(Upto 04/10/2017)*
	F	Bestseller Wholesale India Pvt. Ltd. *(Upto 23/10/2017)*
	G	B. R. Machine Tools Pvt. Ltd. *(Upto 29/06/2017)*
	H	Latur Integrated Textile Park Pvt. Ltd.
	I	Islampur Integrated Textile Park Pvt. Ltd.
	J	Kagal Industrial Textile Technology Park Pvt. Ltd.
	K	Ashwell Holding Company Pvt. Ltd.
	L	Clinvent Real Estate Pvt. Ltd.

(B)	**Key Managerial Personnel and their relatives**	
	Name	**Designation**
A	**For Holding Company**	
	Mr. Janardhan Agrawal	Non Executive Chairman (upto 18th April 2018)
	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 Agarwal	Relative of KMP
	Mrs. Vinita Agarwal	Relative of KMP
B	**For Subsidiary**	
	Dr. R.B. Baheti	Non Executive Chairman (upto 19th Feb 2018)
	Mr. Prashant Agrawal	Managing Director
	Mr. Aman Agrawal	Vice – Chairman
	Mr. Mukesh Maheshwari	Chief Financial Officer
	Mr. Deepesh Nayak	Company Secretary
	Mrs. Pushpa Garg	President (Upto 31st March 2018)

Note to Consolidated Financial Statement for the year ended 31/03/2018

(C) Transactions with Related Parties

(Rs. In Crores)

		PARTICULARS	Current year	Previous year
		Transaction with Other Related Parties		
		Rent paid	17.10	5.67
		Purchase	274.98	230.08
		Sales	54.68	6.50
		Job Work charges Paid	6.61	14.90
		Sales – Job Work Income	0.32	-
		Rent deposit received back	17.05	0.75
		Rental Income	6.72	5.52
		Advances given	24.42	-
		Transaction with Key managerial personnel & other Relatives		
		Director Remuneration	5.71	5.82
		Salary	1.60	1.54

Note 39: Earnings Per Share

(Rs. In Crore)

Sr. No.	PARTICULARS	Current year	Previous year
(i)	No. of shares at the beginning of the year	185994193	134600000
(ii)	No. of Shares at the end of the year	317476479	185994193
(iii)	Weighted average number of Equity Shares outstanding during the year	291474152	174238136
	EPS		
(i)	Net (loss) available for Equity Shareholder (Rs. In Crore)	(285.63)	(162.28)
(ii)	Basic Earning Per Share (in Rs.)	(9.80)	(9.32)
(iii)	Diluted Earning Per Share (in Rs.)	(9.80)	(9.32)

Note 40: C.I.F. Value of Imports

(Rs. In Crores)

PARTICULARS	Current year	Previous Year
(a) Stores & Spares	3.68	3.03
(b) Capital Goods	NIL	0.3
(c) Raw Materials	67.46	156.9

Note 41: Expenditure in Foreign Currency

(Rs. In Crores)

PARTICULARS	Current year	Previous Year
(a) Traveling	0.68	0.53
(b) Commission on Export Sales	0.75	0.48
(c) Others	1.29	3.94

Note 42: Earning in Foreign Exchange

PARTICULARS	Current year	Previous year
FOB value of Exports	421.21	529.67

Note to Consolidated Financial Statement for the year ended 31/03/2018

Note 43: 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 in respect of Holding as well as Indian Subsidiary, hence the provisions of section 135 of the Companies Act, 2013 are not applicable.

Note: 44: Note on Subsidiary

List of Subsidiaries that have not been consolidated with the reasons for **NOT** consolidating the financials for FY 16-17 and FY17-18, therefore the figures are not comparable to the previous year figures:

Sr. No	Name of Subsidiary	Reasons
1)	BFRL Italia S.R.L.	Not Consolidated as Financial Statements are not available as the company is under the process of liquidation.
2)	BRFL Italia Licenses S.R.L	Not Consolidated as Financial Statements are not available.
3)	DPJ Clothing Ltd	Not Consolidated as Financial Statements are not available.
4)	BRFL Bangladesh Pvt. Ltd	Not Consolidated as no operations.

Note 45: Additional Information pursuant to Para 2 of General Instructions for preparation of consolidated financial statements

Name of the Entity in the Group	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
BRFL (Parent Co.)	99.25%	4,290.39	-98.75%	-282.08	-	-	-98.75%	-282.08
Subsidiaries								
- Indian								
1) STI India Limited	-0.35%	-15.34	-2.57%	-7.33	-	-	-2.57%	-7.33
2) Bombay Rayon Holdings Limited	1.11%	47.83	1.32%	3.77	-	-	1.32%	3.77
Total	100.00%	4,322.88	-100.00%	-285.65	-	-	-100.00%	-285.65

Note to Consolidated Financial Statement for the year ended 31/03/2018

Note 46 :

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

Note 47 :

Trade Creditors include Rs. 0.10 Crores due to Micro, Small and Medium Enterprises (MSME's) as per the information on record.

As per our report of even date

For **P.R. Agarwal & Awasthi**
Chartered Accountants

CA Pawan KR. Agarwal
Partner
Membership Number- 34147
Firm Reg No.:117940W

Place : Mumbai
Date : 29th Mar, 2018

For and on behalf of Board of Directors

Aman Agrawal
Chairman

Prashant Agrawal
Managing Director

A.R. Mundra
Executive Director-Finance

Prachi Deshpande
Director-Secretarial & Corporate Affairs, Company Secretary

Notice

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

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and appointment as made by the Board upon recommendation of the Audit Committee of the Company M/s. K. S. Kamalakara & Co., Cost Accountants, Bangalore (Firm Registration No. 000296), Cost Auditors, to conduct the audit of the cost records of the Company for the financial year 2018-19 at payment of remuneration of Rs. 2,00,000/- (Rupees Two lacs only) plus applicable Government Taxes and reimbursement of travelling and actual out of pocket expenses incurred in relation to performance of their duties, be and is hereby ratified and approved;

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby authorised to do all such acts, deeds and things as are necessary to give effect to the resolution."

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

Prachi Deshpande
Company Secretary

Place: Mumbai
Dated: 29th May, 2018

Registered Office Address:
D 1st Floor, Oberoi Garden Estates,
Chandivali Farms, Chandivali,
Andheri (East), Mumbai – 400072
CIN: L17120MH1992PLC066880
TEL No: +91 22 -61068800/7106 8800,
Fax No :+91 22 61068830,
Mail: investors@bombayrayon.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for the commencement of the meeting. Proxies submitted on behalf of the companies, etc., must be supported by appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing given to the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a duly certified true copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Any members proposes to seek any clarification on the accounts requested to send the queries to the Company at its registered office at least Ten days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply to the same in the meeting.
6. i) members holding shares in physical form are requested to immediately intimate any change in their residential address to Link intime india private limited. Register and Transfer agent of the company, so that change could be effected in the Register of Members before the book closure.

   ii) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.

   iii) The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode. Accordingly, the Company sends all communications including the Notice along with Annual Report in electronic Form to all Members whose email Id's are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested.
7. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and Register of contracts or arrangement in which director are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
8. The Register of the Members and the Share Transfer Books of the Company will remain closed from 22nd September, 2018, to 28th September, 2018 (both days inclusive).
9. The Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, for ordinary business and special business items, as required under SEBI (Listing Obligations and Disclosure Requirement Regulations, 2015 are annexed hereto.
10. Member's attending the meeting are requested to bring with them, their copy of Annual Report and attendance slip attached herewith.
11. The Annual Accounts of the Indian Subsidiary Companies shall be available at the Registered Office of the Company for inspection by any shareholder. The copies of the accounts of Indian subsidiaries required by any shareholders will be provided on written request to the Company Secretary of the Company at the Registered Office of the Company.

12. Relevant documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection by the members at the Registered Office of the Company on 10.00 a.m. to 1.00 p.m. from 18th September, 2018 to 28th September, 2018 all working days, except on the date of the Meeting.

13. Members who hold share(s) in dematerialized form are requested to write their Client ID and DP ID and those who hold share(s) in physical form are requested to write their folio number in the attendance slip.

14. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent in respect of share(s) held in physical form and with respective Depository Participants (DP) where the share(s) are held in dematerialized form. Shareholders holding share(s) in physical form can send their email address for registration to investors@bombayrayon.com quoting the Folio Number and Name of the Company.

15. To ensure prompt receipt of communication, avoid loss in postal transit and reduce paper consumption besides entailing other benefits, the members are requested to provide their email IDs to the depositories who are holding their shares in demat form and the members who are holding their shares in physical form may send the duly filled form to our Registrar and Share Transfer Agent Link intime India private limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 for sending the document in electronic form.

16. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.

17. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (hereinafter referred to as 'CDSL'). The instructions for members for voting electronically are as under:-

    (A) (i) The remote e-voting period begins on 25th day, September , 2018 at 9.00 a.m. and ends on 27th day, September, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 22nd September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

    (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

    (iii) Click on Shareholders.

    (iv) Now, select "Bombay Rayon Fashions Limited" from the drop down menu & click on "Submit"

    (v) Now enter your user ID.

    a. For CDSL: 16 digits beneficiary ID,

    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

    c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

    (vi) Next enter the Image Verification as displayed and Click on Login.

    (vii) If you are holding shares in demat form and had logged on www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

    (viii) If you are a first time user follow the steps given below:

	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.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix)Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

Please follow all steps from sl. no. (i) to sl. no. (xix) above, to cast vote.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

The voting rights of shareholders shall be in proportion to their share(s) of the paid up equity share capital of the Company as on the cut-off date (record date) of 22nd September, 2018. A person who is not a member as on the cut-off date should treat this notice for information purposes only. Member, who has voted electronically, shall not be entitled to vote at the Meeting.

18. The Company has appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, as a scrutinizer (the 'Scrutinizer') for conducting the voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.

19. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

20. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

21. The results declared along with the Scrutinizer's Report shall be placed on the Company's web-site www.bombayrayon.com and on the web-site of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd., where the shares of the Company are listed, and on the notice Board of its Registered and Corporate Offices.

22. In terms of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is annexed. A member desiring to exercise vote by Ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Mr. Himanshu S. Kamdar, Scrutinizer, C/o Link Intime India Private Limited, Unit: Bombay Rayon Fashions Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Tel No: +91 22 49186000 Fax: +91 22 49186060, E-mail: rnt.helpdesk@linkintime.co.in so as to reach him on or before Tuesday, 25th September, 2018, by 5.00 p.m. any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.

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

By Order of the Board
For Bombay Rayon Fashions Limited

Prachi Deshpande
Company Secretary

Place: Mumbai
Dated: 29th May, 2018

Registered Office Address:
D 1st Floor, Oberoi Garden Estates, Chandivali Farms,
Chandivali, Andheri (East),
Mumbai – 400072
CIN: L17120MH1992PLC066880
TEL No: +91 22 6106 8800/7106 8800
Fax No :+91 22 6106 8830
Mail: investors@bombayrayon.com
Website: www.bombayrayon.com

ANNEXURE TO THE NOTICE

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

Item No. 4:

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

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

The Board recommends the resolution for the approval of the Members.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested in the above resolutions.

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

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

Background details, Recognition or Awards and Experience & Expertise	Mr Aman Agrawal has over 26 (twenty-six) years of experience in the textile industry and has strategically directed the business to newer heights. He has always encouraged innovation, like newer approach to projects, implementation of new technologies and IT system integrations. His challenging and competitive approach has led to establishment of top class manufacturing facilities in weaving, fabric processing, garmenting and value addition and today with the versatility of producing multi fiber textile products regardless of value and volume constraints. His inspiring leadership has brought competitive costs and consistent quality of Company's products. The Company's group reputation of being capable of delivering of any sort of complicated yarn dyed fabric is mainly due to his efforts of building in-house expertise of transforming complex designs from drawing board to shop floor. Mr. Aman has played an instrumental role in the growth of the company till date.	Mr. Prashant Agrawal has over 24 (Twenty-four) years of experience in the textile industry and has been phenomenal in the emergence of the Company as a global brand. Under his leadership, the Company's fabric exports have grown manifold with complete overseas marketing from initiation to delivery. He has strategically led the Company's manufacturing capabilities to a globally renowned label in the international fashion markets. His futurist vision has transformed the Company from a fabrics Company to a fully integrated apparel Company, known for their reliable fabric supply to top labels globally. He was the initiator for consolidation of the operations of the Company by way of acquisition /mergers of various units. He is directing the streams of marketing, finance and corporate controls at the top for the growth.
Shareholding In the Company	33,38,404 shares	45,85,082 shares
Terms and Condition of Appointment/Re-appointment	Retires by Rotation and eligible for re-appointment	Retires by Rotation and eligible for re-appointment
Other brief terms also required to be stated	None	None
Details of Remuneration sought to be paid	Not exceeding Rs.4,80,00,000/- p.a.	Not exceeding Rs.4,80,00,000/- p.a.
Remuneration last drawn	Rs. 2,4000,006/ - p.a. for financial year 2017-18	Rs. 2,4000,006/ - p.a. for financial year 2017-18
Number of meetings of Board attended during the year	2 of 6	6 of 6

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

By Order of the Board
For Bombay Rayon Fashions Limited

Prachi Deshpande
Company Secretary

Place: Mumbai
Date: 29th May, 2018

Registered Office Address:
D 1st Floor, Oberoi Garden Estates, Chandivali Farms,
Chandivali, Andheri (East),
Mumbai – 400072
CIN: L17120MH1992PLC066880
TEL No: +91 22 6106 8800/7106 8800
Fax No :+91 22 6106 8830
Mail: investors@bombayrayon.com
Website: www.bombayrayon.com

MAP OF AGM

Address:

Sheila Raheja Hall, Rotary Service Centre,

Rotary Chowk, Juhu Tara Road,

Santacruz (West), Mumbai – 400 049.

BOMBAY RAYON FASHIONS LIMITED

Registered Office: **D 1st Floor, Oberoi Garden Estates, Chandivali Farms,**
Chandivali, Andheri (East), Mumbai - 400072. • Tel: 022-61068800/71068800 • Fax : 022-61068830
Website: www.bombayrayon.com Email: investors@bombayrayon.com
CIN: L17120MH1992PLC066880

ATTENDANCE SLIP

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]
25th Annual General Meeting

*Registered Folio No.			
DP ID No.		Client ID No.	

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Twenty Fifth Annual General Meeting of the Company to be held at Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai – 400 049 on Friday, September 28th, 2018.

_____ _____

Name of the member / proxy (in BLOCK letters) Signature of the member / proxy

Note: Member \ Proxy must bring the Attendance slip to the Meeting and hand it over duly signed, at the registration counter.
*Applicable only in case of investors holding shares in Physical form

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BOMBAY RAYON FASHIONS LIMITED

Registered Office: **D 1st Floor, Oberoi Garden Estates, Chandivali Farms,**
Chandivali, Andheri (East), Mumbai - 400072. • Tel: 022-61068800/71068800 • Fax : 022-61068830
Website: www.bombayrayon.com Email: investors@bombayrayon.com
CIN: L17120MH1992PLC066880

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]
25th Annual General Meeting

Name of the Member(s)	
Address	
Email ID	
Folio No. / Client ID	DP ID:

I/we, being the member(s) of _____ shares of the above named company, hereby appoint:

Name Address	Email-ID	Signature : _____ or falling him/her
Name Address	Email-ID	Signature : _____ or falling him/her
Name Address	Email-ID	Signature : _____ or falling him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of Bombay Rayon Fashions Limited, to be held on Friday, September 28,2018 at Sheila Raheja Hall, Rotary Service Centre, Rotary Chowk, Juhu Tara Road, Santacruz (West), Mumbai – 400 049, at 11.30am, and/or any adjournment(s) thereof in respect of such resolutions as set out in this notice:

Resolution No.	Resolution	Vote (See Note no. 3)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of Audited Financial Statement (Standalone and Consolidated) together with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2018			
2.	Approval for appointment of a Director in place of Mr. Aman Agrawal who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment			
3.	Approval for appointment of a Director in place of Mr. Prashant Agarwal, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment			
Special Business				
4.	Ratification of appointment and remuneration payable to M/s K.S. Kamalakara & Co., Cost Auditors, as the Cost Auditors of the company for the financial year 2018-19			

Signed this _____day of _____2018

Affix `.1.00 Revenue Stamp

1) Signature of Proxy Holder: _____

2) Signature of Proxy Holder: _____ Signature of Member(s): _____

Note:

1. 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.
2. 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.
3. It is optional to indicate your preference. If you leave the “For”, “Against” or “Abstain” column blank, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.

Bombay Rayon Fashions Limited

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