Date: 02/04/2025

To,
**BSE LIMITED**
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

| | | |
|---|---|---|
| **Scrip ID/ Code/ISIN** | : | RNBDENIMS / 538119 / INE012Q01021 |
| **Subject** | : | Voting Results of Extra-Ordinary General Meeting of the company held on 31st March, 2025 |
| **Reference No.** | : | Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. |

Dear Sir/ Madam,

Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Voting Results of the businesses transacted at the Extra-Ordinary General Meeting (EGM) of the members of R & B Denims Limited held on Monday, 31st March, 2025 at the registered office of the company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat at 11:00 A.M. (IST).

Further, pursuant to the provisions of the Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, Report of the Scrutinizer dated April 02, 2025 is also enclosed herewith.

We further wish to inform you that based on the Scrutinizer's Report, all the resolutions set out in the notice of the EGM have been duly approved by the shareholders with requisite majority.

You are requested to kindly take the same on record.

Thanking You.
Yours Faithfully,
**For R & B Denims Limited**

SUJATA CHIRAG DUDHAREJIYA
Digitally signed by SUJATA CHIRAG DUDHAREJIYA
Date: 2025.04.02 14:17:30 +05'30'

**Sujata Chirag Dudharejiya**
Company Secretary & Compliance Officer
Place: Surat

Encl:
Voting Result and Scrutiniser report

**Voting Results**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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| Voting results | |
|---|---|
| Record date | 24-03-2025 |
| Total number of shareholders on record date | 5263 |
| **No. of shareholders present in the meeting either in person or through proxy** | |
| a) Promoters and Promoter group | 17 |
| b) Public | 31 |
| **No. of shareholders attended the meeting through video conferencing** | |
| a) Promoters and Promoter group | 0 |
| b) Public | 0 |
| **No. of resolution passed in the meeting** | **4** |
| Disclosure of notes on voting results | Add Notes |

Prev

## Agenda-wise

Given below is the agenda wise combined result of Remote E-voting and voting at the meeting.

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| Resolution (1) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the | | | | Yes | | | | |
| Description of resolution considered | | | | To consider and approve the change in designation of Mr. Amit Dalmia (DIN:00034642), from "Whole-Time Director" to "Chairman and Managing | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1) | (4) | (5) | (6)=[(4)/(2) | (7)=[(5)/(2) |
| Promoter and Promoter Group | E-Voting | 51633390 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if app | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 51633390 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 44351 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if app | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 44351 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 38295639 | 20000244 | 52.2258 | 20000243 | 1 | 100.0000 | 0.0000 |
| | Poll | | 2 | 0.0000 | 2 | 0 | 100.0000 | 0 |
| | Postal Ballot (if app | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 38295639 | 20000246 | 52.2258 | 20000245 | 1 | 100.0000 | 0.0000 |
| Total | | 89973440 | 20000246 | 22.2291 | 20000245 | 1 | 100.0000 | 0.0000 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|---|---|
| Category | No. of Votes |
| Promoter and Promoter Group | 0 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 0 |

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## Resolution (2)

| | |
|---|---|
| **Resolution required: (Ordinary / Special)** | Special |
| **Whether promoter/promoter group are interested in the** | No |
| **Description of resolution considered** | To consider and approve loans, investments, guarantee or security under Section 186 of the Companies Act, 2013 |

| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3)=[(2)/(1) | (4) | (5) | (6)=[(4)/(2) | (7)=[(5)/(2) |
| Promoter and Promoter Group | E-Voting | 51633390 | 51633390 | 100.0000 | 51633390 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if app | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 51633390 | 51633390 | 100.0000 | 51633390 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 44351 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if app | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 44351 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 38295639 | 20000244 | 52.2258 | 20000243 | 1 | 100.0000 | 0.0000 |
| | Poll | | 2 | 0.0000 | 2 | 0 | 100.0000 | 0 |
| | Postal Ballot (if app | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 38295639 | 20000246 | 52.2258 | 20000245 | 1 | 100.0000 | 0.0000 |
| Total | | 89973440 | 71633636 | 79.6164 | 71633635 | 1 | 100.0000 | 0.0000 |
| | | | | | **Whether resolution is Pass or Not.** | | Yes | |
| | | | | | | Disclosure of notes on resolution | Add Notes | |

* this fields are optional

### Details of Invalid Votes

| Category | No. of Votes |
|---|---|
| Promoter and Promoter Group | 0 |
| Public Institutions | 0 |
| Public - Non Institutions | 0 |

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| Resolution (3) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the | | | | Yes | | | | |
| Description of resolution considered | | | | To consider and approve granting of loan to Ricon Textile Private Limited, future subsidiary company under section 185 of the Companies Act, 2013 | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)] | (4) | (5) | (6)=[(4)/(2)] | (7)=[(5)/(2)] |
| Promoter and Promoter Group | E-Voting | 51633390 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if app | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 51633390 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 44351 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if app | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 44351 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 38295639 | 19999122 | 52.2229 | 19999121 | 1 | 100.0000 | 0.0000 |
| | Poll | | 2 | 0.0000 | 2 | 0 | 100.0000 | 0 |
| | Postal Ballot (if app | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 38295639 | 19999124 | 52.2229 | 19999123 | 1 | 100.0000 | 0.0000 |
| Total | | 89973440 | 19999124 | 22.2278 | 19999123 | 1 | 100.0000 | 0.0000 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|---|---|
| Category | No. of Votes |
| Promoter and Promoter Group | 0 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 0 |

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| Resolution (4) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the | | | | Yes | | | | |
| Description of resolution considered | | | | To consider and approve related party transaction with M/s. Ricon Textile Private Limited | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes - in favour | No. of votes - against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1) | (4) | (5) | (6)=[(4)/(2) | (7)=[(5)/(2) |
| Promoter and Promoter Group | E-Voting | 51633390 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if app | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 51633390 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 44351 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if app | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 44351 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 38295693 | 19999122 | 52.2229 | 19999121 | 1 | 100.0000 | 0.0000 |
| | Poll | | 2 | 0.0000 | 2 | 0 | 100.0000 | 0 |
| | Postal Ballot (if app | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 38295693 | 19999124 | 52.2229 | 19999123 | 1 | 100.0000 | 0.0000 |
| Total | | 89973440 | 19999124 | 22.2278 | 19999123 | 1 | 100.0000 | 0.0000 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|---|---|
| Category | No. of Votes |
| Promoter and Promoter Group | 0 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 0 |

For **R & B Denims Limited**

Dalmia Amit

Digitally signed by Dalmia Amit
Date: 2025.04.02 14:03:01 +05'30'

**Amit Dalmia**
**Chairman & Managing Director**
**DIN: 00034642**

Place: Surat

RANJIT KEJRIWAL
Company Secretaries & Registered Valuer (SFA)

# SCRUTINIZER'S REPORT

To
The Chairman
**R & B DENIMS LIMITED**
CIN: L17120GJ2010PLC062949
For Extra-Ordinary General Meeting of the members
held on 31st March, 2025
at Block No. 467, Sachin Palsana Road,
Palsana, Surat-394315
At 11.00 A.M.

**Dear Sir,**

**Subject: Consolidated Scrutinizer's report on E voting and Polling process carried out for the Extra-Ordinary General Meeting of the members**

1. I, Ranjit Binod Kejriwal, a Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of R & B Denims Limited for the purpose of scrutinizing the remote e-voting along with Polling Paper at EGM and ascertaining the requisite majority on remote e-voting / polling process carried out as per the provisions of section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the Extra-Ordinary General Meeting (EGM) of the members of the company, held at the registered office of the company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315 on Monday, 31st March, 2025 at 11.00 A.M.

2. At the EGM of the company held on 31st March, 2025, the company has also provided facility for polling paper to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the EGM has appointed me as the Scrutinizer for the same.

3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and on the resolutions contained in the Notice to the EGM of the members of the company. My responsibility as a scrutinizer for the voting process at the EGM is restricted to make a Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorised agency to provide e-voting facilities.

4. Further to the above, I submit my reports as under:
   i. The e-voting period remained open from Friday, 28th March, 2025 at 9.00 a.m. to Sunday, 30th March, 2025 at 5.00 p.m.
   ii. The members of the Company as on the "cut-off" date i.e. 24th March, 2025 were entitled to vote on the resolutions (item No. 01 to 04 as set out in the notice of the EGM of the company).
   iii. The votes cast were unblocked on 31st March, 2025 at 03:14 p.m. in the presence of 2 (Two) witnesses namely **Mr. Pioush Tiwari** and **Ms. Krutika Talesara** who are not in the employment of the company. They have signed below in the confirmation of the votes being unblocked in their presence.

Name: **Mr. Pioush Tiwari**

Name: **Ms. Krutika Talesara**



1, Aastha, Hira Modi Sheri, Ring Road, Surat-395 002. I 0261-2331123 I rbksurat@gmail.com
202, Balaji Business Centre, Subhash Road, Vile Parle (E), Mumbai-400 057. I 022-49737235 I csrbkmumbai@gmail.com
ADVISORY I AUDIT I TAX I GST I CORPORATE LAWS I IPO I LOAN I RESTRUCTURING I VALUATION I
NCLT I INSOLVENCY I COST ACCOUNTING I BUSINESS MANAGEMENT

iv. Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for"/ "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. https://www.evoting.nsdl.com/.

v. The combined result of remote e-voting and voting through polling paper is as under:

**RESOLUTION NO. 1:**

**TO CONSIDER AND APPROVE THE CHANGE IN DESIGNATION OF MR. AMIT DALMIA (DIN:00034642), FROM "WHOLE-TIME DIRECTOR" TO "CHAIRMAN AND MANAGING DIRECTOR" OF THE COMPANY.**

**"RESOLVED THAT** in partial modification of resolution passed by the members of the company through Extra-Ordinary General Meeting held on March 29, 2024 and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s)thereof, for time being in force) in context of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and Articles of Association of the company, and subject to such other consent(s)/approval(s) as maybe required, and in pursuance to recommendation of nomination and remuneration committee and board of directors of the company, the consent of the members of the company be and is hereby accorded for change in designation of Mr. Amit Dalmia (DIN: 00034642), from "Whole-Time Director" to "Chairman and Managing Director", liable to retire by rotation with effect from March 05, 2025, for the remaining period of his tenure of directorship i.e. upto May 29, 2029 on the prevailing terms and conditions as approved by the members/board of the company, with liberty to the board of directors to vary, amend or revise the remuneration within the maximum ceiling specified under the act and as may be approved by the board of directors.

**RESOLVED FURTHER THAT** except for the aforesaid change in designation, all other terms and conditions as approved by the members in the Extra-Ordinary General Meeting held on March 29,2024 for re-appointment of Mr. Amit Dalmia as Whole-Time Director of the company shall remain unchanged.

**RESOLVED FURTHER THAT** the board of directors or the company secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s)of attachment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

| Mode | Members Voted | Total Shares | Favour | | Against | | Invalid | |
|---|---|---|---|---|---|---|---|---|
| | | | Members | Votes | Members | Votes | Members | Votes |
| Electronic | 33 | 20000244 | 32 | 20000243 | 1 | 1 | 0 | 0 |
| At EGM | 1 | 2 | 1 | 2 | 0 | 0 | 0 | 0 |
| **Total** | **34** | **20000246** | **33** | **20000245** | **1** | **1** | **0** | **0** |

**This resolution is passed as a special resolution.**

**RESOLUTION NO. 2:**

**TO CONSIDER AND APPROVE LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby accorded to the Board of Directors (including any Committee of Directors) subject to such other approvals, consent, sanctions as may be necessary including from banks and financial institutions, if any, any such other statutory approvals, if any, and such conditions as may be prescribed by any of the concerned authorities for;

a) giving any loan to any person or other body corporate
b) giving any guarantee or providing security in connection with a loan to any other body corporate or

RANJIT KEJRIWAL * COMPANY SECRETARY *

person and /or

c) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate,

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 4,00,00,00,000/- (Rupees Four Hundred Crores Only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security provided, which shall be over and above (i) sixty per cent. of its paid-up share capital, free reserves and securities premium account or (ii) hundred per cent of its free reserves and securities premium account; whichever is more, from time to time.

**RESOLVED FURTHER THAT** any of the directors of the company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

| Mode | Members Voted | Total Shares | Favour | | Against | | Invalid | |
|---|---|---|---|---|---|---|---|---|
| | | | Members | Votes | Members | Votes | Members | Votes |
| Electronic | 54 | 71633634 | 53 | 71633633 | 1 | 1 | 0 | 0 |
| At EGM | 1 | 2 | 1 | 2 | 0 | 0 | 0 | 0 |
| **Total** | **55** | **71633636** | **54** | **71633635** | **1** | **1** | **0** | **0** |

**This resolution is passed as a special resolution.**

**RESOLUTION NO. 3:**

**TO CONSIDER AND APPROVE GRANTING OF LOAN TO RICON TEXTILE PRIVATE LIMITED, FUTURE SUBSIDIARY COMPANY UNDER SECTION 185 OF THE COMPANIES ACT, 2013.**

**"RESOLVED THAT** pursuant to the provisions of section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the members of the company be and is hereby accorded to the board of directors of the company (hereinafter referred to as the "board", which term shall be deemed to include, unless the context otherwise required, any committee of the board or any director(s) or officer(s) authorised by the board to exercise the powers conferred on the board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") taken/to be taken by M/s Ricon Textile Private Limited ('Ricon'), future subsidiary company, being an entity covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to clause (b) of sub-section 2 of Section 185 of the Act, up to an aggregate amount not exceeding Rs. 35,00,00,000/- (Rupees Thirty-Five Crores only) at any time in such form or manner the Board may think fit in their absolute discretion and in the interest of the company, provided that such loans to be utilized by Ricon for its principal business activities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the board of directors of the company, (including its committees thereof), be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid loan/ guarantee/ security, with such modifications as may be required from time to time, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

| Mode | Members Voted | Total Shares | Favour | | Against | | Invalid | |
|---|---|---|---|---|---|---|---|---|
| | | | Members | Votes | Members | Votes | Members | Votes |
| Electronic | 32 | 19999122 | 31 | 19999121 | 1 | 1 | 0 | 0 |
| At EGM | 1 | 2 | 1 | 2 | 0 | 0 | 0 | 0 |
| **Total** | **33** | **19999124** | **32** | **19999123** | **1** | **1** | **0** | **0** |

**This resolution is passed as a special resolution.**

RANJIT KEJRIWAL * COMPANY SECRETARY *

**RESOLUTION NO. 4**

**TO CONSIDER AND APPROVE RELATED PARTY TRANSACTION WITH M/S. RICON TEXTILE PRIVATE LIMITED.**

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 188of the Companies Act, 2013 ("Act") read with rules made there under, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the company's policy on related party transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis the approval and recommendation of the audit committee and the board of directors of the company, the approval of the members of the company be and is hereby accorded to the company to enter/continue to enter into related party transaction(s)/contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of 'related party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course of the business on such material terms and conditions as detailed in the below mentioned table, the explanatory statement and as may be mutually agreed between related parties and the Company, provided that the said contract(s)/arrangement(s)/transaction(s) shall be carried out in the ordinary course of business of the company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis.

**RESOLVED FURTHER THAT** consent of the members of the company be and is hereby accorded to enter into and/or continue to enter into contract(s)/arrangement(s)/ transaction(s) with M/s Ricon Textile Private Limited, future subsidiary company of the company, the details of which are tabled hereunder, on such terms and conditions as approved by the board of directors/audit committee of the company.

| SN | Description | Related Party 1 |
|---|---|---|
| 1. | Name of the related party | M/s. Ricon Textile Private Limited |
| 2. | Nature of relationship | Future Subsidiary Company |
| 3. | Type and Particulars of the proposed transaction | Granting of unsecured loan |
| 4. | Nature, duration/ tenure, material terms, monetary value and particulars of contract/ arrangement | 1. Loan will be given for not more than Rs. 35 crores and will be repayable on demand<br>2. Interest will be paid at interest rate upto 9%p.a. till the loan subsist |
| 5. | Tenure of the transaction | Loan will be repayable on demand |

**RESOLVED FURTHER THAT** the board of directors of the company and the audit committee of the committee of directors thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as maybe required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects."

RANJIT KEJRIWAL * COMPANY SECRETARY *

| Mode | Members Voted | Total Shares | Favour | | Against | | Invalid | |
|---|---|---|---|---|---|---|---|---|
| | | | Members | Votes | Members | Votes | Members | Votes |
| Electronic | 32 | 19999122 | 31 | 19999121 | 1 | 1 | 0 | 0 |
| At EGM | 1 | 2 | 1 | 2 | 0 | 0 | 0 | 0 |
| **Total** | **33** | **19999124** | **32** | **19999123** | **1** | **1** | **0** | **0** |

**This resolution is passed as an ordinary resolution.**

Thanking You,
Yours faithfully,




**Ranjit Binod Kejriwal**
Practicing Company Secretary
Membership No. 6116
CP No. 5985

Place: Surat
Date: 02/04/2025
UDIN: F006116G000007667