October 16, 2021

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai Street,
Mumbai — 400001

BSE Code	:	538119
Subject	:	Declaration of Voting Results of the Postal Ballot
Reference	:	Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Voting Results of the Postal Ballot.

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 October 16, 2021 is also enclosed herewith.

You are requested to kindly take the same on record.

Thanking You,

Yours faithfully,

For, R & B Denims Limited

R&B DENIMS LIMITED

Rajkumar Borana
(Managing Director)
DIN: 01091166

VOTING RESULTS
POSTAL BALLOT NOTICE DATED SEPTEMBER 13, 2021 OF R & B DENIMS LIMITED

General information about company	
BSE Symbol	RNBDENIMS
NSE Symbol	-
MSEI Symbol	-
ISIN	INE012Q01013
Name of the company	R & B DENIMS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	October 16, 2021
Start time of the meeting	Not Applicable
End time of the meeting	Not Applicable

Scrutinizer Details	
Name of the Scrutinizer	Jainam Navinchandra Shah
Firms Name	Jainam N Shah & Co.
Qualification	CS
Membership Number	A35397
Date of Board Meeting in which appointed	September 13, 2021
Date of Issuance of Report to the company	October 16, 2021

Voting results	
Record date	September 10, 2021
Total number of shareholders on record date	929
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	NA
b) Public	NA
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	NA
b) Public	NA
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	-

Agenda-wise disclosure

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Special Resolution for Sub-division of Equity Shares having the Face Value of Rs. 10/- Per Share to Rs. 2/-.				
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)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10326678	10170678	98.489	10170678	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	10326678	10170678	98.489	10170678	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	3668010	1766033	48.147	1766024	9	99.9995	0.0005
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	3668010	1766033	48.147	1766024	9	99.9995	0.0005
Total		13994688	11936711	85.295	11936702	9	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	

Detail of Invalid votes	
Category	**No. of Votes**
Promoter and Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Alteration of Clause V i.e. Capital Clause of the Memorandum of Association.				
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)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10326678	10170678	98.489	10170678	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	10326678	10170678	98.489	10170678	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	3668010	1766033	48.147	1766028	5	99.9997	0.0003
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	3668010	1766033	48.147	1766028	5	99.9997	0.0003
Total		13994688	11936711	85.295	11936706	5	100.00	0.0000
Whether resolution is Pass or Not.							Yes	

Detail of Invalid votes	
Category	**No. of Votes**
Promoter and Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

For, R & B Denims Limited

R&B DENIMS LIMITED

Rajkumar Borana
(Managing Director)
DIN: 01091166

JAINAM N SHAH & CO.
Company Secretaries
Phone: +91 98253-90282
Email: jainam.shah9091@gmail.com

SCRUTINIZER'S REPORT REMOTE E-VOTING
In respect of resolution proposed through Postal Ballot

[Pursuant to section 108 of the Companies Act, 2013 And Rule 20(4) (xii) and Rule 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
R & B Denims Limited
(CIN: L17120GJ2010PLC062949)
At Block No. 467, Sachin Palsana Road,
Palsana, Surat–394315 Gujarat

Dear Sir,

Sub.: Scrutinizer's report on Resolution proposed through Postal Ballot under section 110 read with section 108 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof).

I, Jainam Navinchandra Shah, Proprietor of Jainam N Shah & Co., 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 e-voting process along with Postal Ballot and ascertaining the requisite majority on remote e-voting process carried out as per 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended from time to time, for the purpose of scrutinizing the votes casted by members of the company through remote E-voting platform of National Securities Depository Limited (NSDL) i.e. https://www.evoting.nsdl.com in respect of resolutions contained in the Postal Ballot Notice dated 13th September, 2021 as detailed below:

Sr. No.	Type of Resolution	Particulars
1	Special Resolution	Sub-division of Equity Shares having the Face Value of Rs. 10/-Per Share to Rs. 2/-.
2	Special Resolution	Alteration of Clause V i.e. Capital Clause of the Memorandum of Association.

Responsibility of the Management of the Company:

The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under and the applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 relating to remote E-voting and passing the resolutions through postal Ballot.

Responsibility of Scrutinizer:

My responsibility, as a scrutinizer, is limited to ensure and scrutinize the votes casted through emote e-voting platform and supervise the process of postal ballot in a fair and transparent manner and to make a report on the votes casted "in favour" and "against" the resolution, based on the report generated from the remote e-voting platform of E-voting agency.

It may be noted that:

In compliance with the requirements under section 108 and 110 of the act read with the Companies rules and in accordance with General Circular No. 14/2020 dated April 8,

JAINAM N SHAH & CO. SURAT COMPANY SECRETARIES

2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 (the "MCA Circulars") and in view of current extra- ordinary circumstances due to the pandemic caused by COVID-19 prevailing in the country, hard copy of the Notice along with postal ballot forms and prepaid business envelope was not sent to the shareholders for the said postal Ballot and shareholders were requested to carefully read the instruction indicated in this notice and communicate their assent (for) or dissent (against) through the remote E-voting only. Shareholders were for their casting of votes by remote E-voting.

I hereby report as under;

i. on the basis of the Register of the Members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on cut-off date 10th September, 2021

   a. the company has completed dispatch of the Notice of the postal Ballot through E-mail on 13th September, 2021 to the members whose E-mail ID's are registered with the company / depository participant on 10th September, 2021.

   b. Further, in light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the remote e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited and follow the registration process as guided thereafter.

ii. The company has also placed the notice of postal Ballot on the website of the company.

iii. The company has published the newspaper advertisement for the date and time of commencement and end of remote E-voting as postal Ballot in,

   1. English Daily: "Financial Express" dated 14/09/2021
   2. Regional Language Daily: " Financial Express " dated 14/09/2021

iv. The E-voting period was from 15th September, 2021 at 9:00 a.m. to 14th October, 2021 at 5:00 p.m.

v. The members of the Company as on the "cut-oft" date i.e. 10th September, 2021 were entitled to vote on the resolutions (Item No. 1 and Item No. 02 as set out in the Postal Ballot notice of the Company).

vi. After the time fixed for the E-voting i.e. 5:00 pm on Thursday, 14th October, 2021 the votes were unblocked on the e-voting website of the National Securities Depository Limited (NSDL) on Thursday, 14th October, 2021 around at 07:00 PM in presence of two witness namely Mrs. Pooja Ariwala & Ms. Dhruvika Lakdawala who were not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

vii. Total 34 Shareholders (17 shareholders belonging to Promoters and Promoter Group and 17 Public Shareholders) have voted through remote e-voting platform of NSDL.

viii. I have not found any vote casted through remote e-voting platform as Invalid.

ix. The summary of votes casted through remote E-voting platform in respect of business proposed in the Notice of postal ballot is annexed herewith.



Result of the Postal ballot:

Since, all the applicable conditions given under section 114(2) of the Companies Act, 2013 are fulfilled, the special businesses for Sub-division of Equity Shares having the Face Value of Rs. 10/-Per Share to Rs. 2/- and Alteration of Clause V i.e. Capital Clause of the Memorandum of Association of the Company are approved by the members through remote E-voting as special resolution.

The result of the voting by members through remote e-voting in respect of the above mentioned business may, accordingly, be declared by the Chairman or any other Authorized Person, as decided by the Board of Director of the Company and who has counter signed this report.

x. The register, all other papers and relevant records relating to the remote E-voting shall remain in my safe custody until the chairman consider, approves and signs the minutes of the aforesaid Postal Ballot and thereafter the same will be handed over to the company secretary of the company.

xi. The remote E-voting process for the postal ballot was carried out in a fair and transparent manner.

For, JAINAM N SHAH & CO.
(Company Secretaries)

JAINAM N SHAH & CO. SURAT COMPANY SECRETARY

Jainam Navinchandra Shah
(Proprietor)
M. No.: 35397
CP No.: 13108
UDIN: A035397C001187185

Place: Surat
Date: 16/10/2021

Declaration

We, the undersigned witnesseth that;

1. The remote e-voting result/list was unblocked and downloaded from the NSDL e-voting website https://www.evoting.nsdl.com/ in our presence on Thursday, October 14, 2021 around at 07:00 p.m. at the office of CS Jainam Shah, the scrutinizer.

Witness 1: **Mrs. Pooja Ariwala**	**Witness 1:** **Ms. Dhruvika Lakdawala**

Countered by
For, R & B Denims Limited

R&B DENIMS LIMITED

Rajkumar Borana
(Managing Director)
DIN: 01091166

RESOLUTION 1

SUB-DIVISION OF EQUITY SHARES HAVING THE FACE VALUE OF RS. 10/- PER SHARE TO RS. 2/-.

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)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10326678	10170678	98.489	10170678	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	10326678	10170678	98.489	10170678	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	3668010	1766033	48.147	1766024	9	99.9995	0.0005
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	3668010	1766033	48.147	1766024	9	99.9995	0.0005
Total		13994688	11936711	85.295	11936702	9	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	

Particulars	No. of E-Voters	No. of Votes casted therein	% to the Votes Received
Assent	32	11936702	99.9999%
Dissent	2	9	0.0001%
Invalid	0	0	0.00%
Total Received	**34**	**11936711**	**100.00%**

The Resolution is passed as a Special Resolution.



RESOLUTION 2

ALTERATION OF CLAUSE V I.E. CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

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)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10326678	10170678	98.489	10170678	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	10326678	10170678	98.489	10170678	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	3668010	1766033	48.147	1766028	5	99.9997	0.0003
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	3668010	1766033	48.147	1766028	5	99.9997	0.0003
	Total	13994688	11936711	85.295	11936706	5	100.00	0.0000
					Whether resolution is Pass or Not.		Yes	

Particulars	No. of E-Voters	No. of Votes casted therein	% to the Votes Received
Assent	33	11936706	100.00%
Dissent	1	5	0.00%
Invalid	0	0	0.00%
Total Received	**34**	**11936711**	**100.00%**

The Resolution is passed as a Special Resolution.

Thanking you,

Yours Faithfully,

For, JAINAM N SHAH & CO.
(Company Secretaries)

JAINAM N SHAH & CO. SURAT COMPANY SECRETARY

Jainam Navinchandra Shah
(Proprietor)
M. No.: 35397
CP No.: 13108
UDIN: A035397C001187185

Place: Surat
Date: 16/10/2021