September 24, 2022

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

BSE Code : 538119

Subject : Declaration of Voting Results of 12th Annual General Meeting (AGM)

Reference : 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 12th Annual General Meeting of the Members of R & B Denims Limited held on Friday, September 23, 2022 at 03:00 p.m. at the Registered address of the Company situated at Block No. 467, Sachin Palsana Road, Palsana, Surat - 394315, Gujarat.

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 September 24, 2022 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

Encl.: Voting Result
Scrutinizer Report

Rhythm & Blue

Voting Results

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

Date of AGM	September 23, 2022
Book Closure Date	17th September, 2022 to 23rd September, 2022
Total number of Shareholders on record date (Cut-off date i.e. 16/09/2022)	3967
No. of Shareholders present in the meeting either in person or through proxy:	
Promoter & promoter Group:	17
Public:	11
No. of Shareholders attended the meeting through Video Conferencing	
Promoter & promoter Group:	No video conferencing facility was made available to the Shareholders.
Public:	

Agenda-wise disclosure of combined result of Remote E-voting and E-Voting at the meeting

ORDINARY BUSINESS

Resolution No. 1:			Adoption of Financial Statements for the year ended 31st March 2022						
Resolution Required			Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/ resolution:								No	
Sr. No.	**Promoter /Public**	**Mode of voting**	**Total No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes- in favor**	**No. of votes- in 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)**
1	Promoter and Promoter Group	Remote E-voting	51633390	38800890	75.15	38800890	0	100.00	-
		Poll*		12052500	23.34	12052500	0	100.00	-
		Total	**51633390**	**50853390**	**98.49**	**50853390**	0	**100.00**	-
2	Public Institutions	Remote E-voting	-	-	-	-	-	-	-
		Poll*		-	-	-	-	-	-
		Total	-	-	-	-	-	-	-
3	Public- Non-Institutions	Remote E-voting	18340050	19974	0.11	19974	0	100.00	-
		Poll*		8558575	46.67	8558575	0	100.00	-
		Total	**18340050**	**8578549**	**46.77**	**8578549**	**0**	**100.00**	-
Total			**69973440**	**59431939**	**84.93**	**59431939**	**0**	**100.00**	-

*Voting through ballot paper at the AGM

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

R&B DENIMS LIMITED

Resolution No. 2:	Re-appointment of Mr. Amit Dalmia (DIN 00034642) who retires by rotation
Resolution Required	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution:	Partially Interested

Sr. No.	Promoter /Public	Mode of voting	Total No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favor	No. of votes- in 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)
1	Promoter and Promoter Group	Remote E-voting	51633390	20589195	39.88	20589195	0	100.00	-
		Poll*		2677500	5.18	2677500	0	100.00	-
		Total	**51633390**	**23266695**	**45.06**	**23266695**	0	**100.00**	-
2	Public Institutions	Remote E-voting	-	-	-	-	-	-	-
		Poll*		-	-	-	-	-	-
		Total	-	-	-	-	-	-	-
3	Public- Non-Institutions	Remote E-voting	18340050	19974	0.11	19974	0	100.00	-
		Poll*		8558575	46.67	8558575	0	100.00	-
		Total	**18340050**	**8578549**	**46.77**	**8578549**	**0**	**100.00**	-
Total			**69973440**	**31845244**	**45.51**	**31845244**	**0**	**100.00**	-

*Voting through ballot paper at the AGM

Detail of Invalid votes	
Category	**No. of Votes**
Promoter and Promoter Group	18211695
Public Institutions	0
Public Non-Institutions	0

Note: Promoters & Promoters group category is partially interested in the above resolution and therefore partially interested votes of the same category are not taken on record.

R&B DENIMS LIMITED

SPECIAL BUSINESS

Resolution No. 3:	To approve the remuneration of the Cost Auditors for the financial year 2022-23
Resolution Required	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/ resolution:	No

Sr. No.	**Promoter /Public**	**Mode of voting**	**Total No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes- in favor**	**No. of votes- in 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)**
1	Promoter and Promoter Group	Remote E-voting	51633390	38800890	75.15	38800890	0	100.00	-
		Poll*		12052500	23.34	12052500	0	100.00	-
		Total	**51633390**	**50853390**	**98.49**	**50853390**	0	**100.00**	-
2	Public Institutions	Remote E-voting	-	-	-	-	-	-	-
		Poll*		-	-	-	-	-	-
		Total	-	**-**	**-**	**-**	**-**	**-**	**-**
3	Public- Non-Institutions	Remote E-voting	18340050	19974	0.11	19974	0	100.00	-
		Poll*		8558575	46.67	8558575	0	100.00	-
		Total	**18340050**	**8578549**	**46.77**	**8578549**	**0**	**100.00**	**-**
Total			**69973440**	**59431939**	**84.93**	**59431939**	**0**	**100.00**	**-**

*Voting through ballot paper at the AGM

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

R&B DENIMS LIMITED

Resolution No. 4:			To approve the material Related Party Transactions						
Resolution Required			Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/ resolution:							Yes		
Sr. No.	**Promoter /Public**	**Mode of voting**	**Total No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of votes- in favor**	**No. of votes- in 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)**
1	Promoter and Promoter Group	Remote E-voting	51633390	-	-	-	-	-	-
		Poll*		-	-	-	-	-	-
		Total	**51633390**	-	-	-	-	-	-
2	Public Institutions	Remote E-voting	-	-	-	-	-	-	-
		Poll*		-	-	-	-	-	-
		Total	-	-	-	-	-	-	-
3	Public- Non-Institutions	Remote E-voting	18340050	19974	0.11	18974	1000	94.99	5.01
		Poll*		8558575	46.67	8558575	0	100.00	0
		Total	**18340050**	**8578549**	**46.77**	**8577549**	**1000**	**99.99**	**0.01**
Total			**69973440**	**8578549**	**12.26**	**8577549**	**1000**	**99.99**	**0.01**

*Voting through ballot paper at the AGM

Detail of Invalid votes	
Category	**No. of Votes**
Promoter and Promoter Group	38800890
Public Institutions	0
Public Non-Institutions	0

Note: Promoters & Promoters group category is interested in the above resolution and therefore interested votes of the same category are not taken on record.

Note:

Total 28 (Twenty Eight) Shareholders were present in the meeting out of which 9 (Nine) Shareholders has voted through Poll (Ballot paper). Further total 36 (Thirty Six) members have voted through remote e-voting.

For, R & B Denims Limited

Rajkumar Borana
(Managing Director)
DIN: 01091166

R&B DENIMS LIMITED

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

FORM NO. MGT-13
SCRUTINIZER'S REPORT

[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
of 12th Annual General Meeting of the members of
R & B DENIMS LIMITED
(CIN: L17120GJ2010PLC062949)
held on 23rd September, 2022
At Block No. 467, Sachin Palsana Road,
Palsana, Surat–394315 Gujarat at 03:00 P.M.

Dear Sir,

Sub: Scrutinizer's report on E-voting / Ballot

1. I, Jainam N. Shah, a Company Secretary in practice, have been appointed as a scrutinizer by the Board of Directors of M/s. R & B Denims Limited for the purpose of scrutinizing the e-voting process along with Postal Ballot Forms and ascertaining the requisite majority on e-voting / Ballot carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21 of the Companies (Management and administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 12th Annual General Meeting (AGM) of the members of the company, held at Block No. 467, Sachin Palsana Road, Palsana, Surat-394315, Gujarat on Friday, 23rd September, 2022 at 03:00 P.M.

2. At the 12th AGM of the Company held on 23rd September, 2022, the Company has also provided facility for voting by Ballot paper to the members attending the meeting, who have not cast their vote by remote e-voting. The chairman of the AGM has also 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 12th AGM of the members of the Company, My responsibility as a scrutinizer for the e-voting process at the AGM 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 of the company to provide e-voting facilities.

4. Further to the above, I submit my reports as under:

   (i) The e-voting period remained open from 20th September, 2022 at 09:00 a.m. to 22nd September, 2022 at 5:00 p.m.

   (ii) The members of the Company as on the "cut-off' date i.e. 16th September, 2022 were entitled to vote on the resolutions (item No. 01 to 04 as set out in the notice of the 12th AGM of the Company).

JAINAM N SHAH & CO. SURAT COMPANY SECRETARY

(iii) The votes cast were unblocked on 23rd September, 2022 at around 04:30 p.m. in the presence of 2 (Two) witnesses namely Ms. Dhruvika Lakdawala and Ms. Shraddha Agrawal and who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

Dhruvika.

Name: Ms. Dhruvika Lakdawala

Shraddha Agrawal

Name: Ms. Shraddha Agrawal

(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/ based on such reports generated, the combined result of the e-voting and voting through postal ballot is as under:

Resolution No. 1: Adoption of Financial Statements for the year ended 31st March 2022

Mode	Ballots Received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	36	38820864	36	38820864	-	-	-	-
At AGM	9	20611075	9	20611075	-	-	-	-
TOTAL	**45**	**59431939**	**45**	**59431939**	-	-	-	-

Item 1 of Notice stands passed with the requisite majority.

Resolution No. 2: Re-appointment of Mr. Amit Dalmia (DIN 00034642) who retires by rotation

Mode	Ballots Received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	36	38820864	30	20609169	-	-	6	18211695
At AGM	7	11236075	7	11236075	-	-	-	-
TOTAL	**43**	**50056939**	**37**	**31845244**	-	-	**6**	**18211695**

Item 2 of Notice stands passed with the requisite majority.

Resolution No. 3: To approve the remuneration of the Cost Auditors for the financial year 2022-23

Mode	Ballots Received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	36	38820864	36	38820864	-	-	-	-
At AGM	9	20611075	9	20611075	-	-	-	-
TOTAL	**45**	**59431939**	**45**	**59431939**	-	-	-	-

Item 3 of Notice stands passed with the requisite majority.

JAINAM N SHAH & CO. SURAT COMPANY SECRETARY

Resolution No. 4: To approve the material Related Party Transactions

Mode	Ballots Received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	36	38820864	23	18974	1	1000	12	38800890
At AGM	4	8558575	4	8558575	-	-	-	-
TOTAL	**40**	**47379439**	**27**	**8577549**	**1**	**1000**	**12**	**38800890**

Item 4 of Notice stands passed with the requisite majority.

The register, all other papers and relevant records relating to remote e-voting / physical ballot forms and voting at the meeting shall remain in my safe custody until the Chairperson of the meeting considers, approves and sign the minutes of the aforesaid AGM, after which will be handed over to the Company Secretary for safe keeping.

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: A035397D001035649

Place: Surat
Date: 24/09/2022